52630201320100102

HEALTH QUARTERLY STATEMENT

As of June 30, 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, 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, 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, Suite 600….. Troy ..... MI ..... US ..... 48084-5209 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	100 West Big Beaver, 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)*	248-925-1700 *(Area Code) (Telephone Number) (Extension)*
	pamela.gourwitz@molinahealthcare.com *(E-Mail Address)*	248-925-1722 *(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 _____

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 Prior Year Net Admitted Assets
1. Bonds	30,338,553		30,338,553	18,249,760
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks			0	
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)			0	
4.2 Properties held for the production of income (less $.....0 encumbrances)			0	
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....5,647,556), cash equivalents ($.....0) and short-term investments ($.....133,033,021)	138,680,577		138,680,577	135,164,817
6. Contract loans (including $.....0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets			0	
9. Receivables for securities			0	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	11,544	11,544	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	169,030,674	11,544	169,019,130	153,414,576
13. Title plants less $.....0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	729,631		729,631	734,920
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	8,623,098		8,623,098	8,937,417
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	2,801,810		2,801,810	1,767,000
18.1 Current federal and foreign income tax recoverable and interest thereon			0	2,112,532
18.2 Net deferred tax asset	3,316,030	689,364	2,626,666	2,376,473
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($.....0)	156,025	156,025	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	882,027		882,027	
24. Health care ($.....10,335) and other amounts receivable	1,958,336	1,948,001	10,335	1,166,671
25. Aggregate write-ins for other than invested assets	3,153,085	168,185	2,984,900	3,921,848
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	190,650,716	2,973,119	187,677,597	174,431,437
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	190,650,716	2,973,119	187,677,597	174,431,437

DETAILS OF WRITE-INS

1101. Deposits - Long Term	11,544	11,544	0	
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	11,544	11,544	0	0
2501. Prepaid Expenses/Deposits	168,185	168,185	0	
2502. Intangible Assets (Goodwill/Patient Files)	2,531,651		2,531,651	3,921,848
2503. State Income Tax Recoverable	453,249		453,249	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	3,153,085	168,185	2,984,900	3,921,848

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $.....0 reinsurance ceded)	87,308,395		87,308,395	84,151,880
2. Accrued medical incentive pool and bonus amounts	1,532,412		1,532,412	1,541,198
3. Unpaid claims adjustment expenses	994,779		994,779	986,237
4. Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	1,286,000		1,286,000	1,286,000
5. Aggregate life policy reserves			0	
6. Property/casualty unearned premium reserve			0	
7. Aggregate health claim reserves			0	
8. Premiums received in advance			0	
9. General expenses due or accrued	2,374,143		2,374,143	2,033,568
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	2,151,876		2,151,876	
10.2 Net deferred tax liability			0	
11. Ceded reinsurance premiums payable			0	
12. Amounts withheld or retained for the account of others			0	
13. Remittances and items not allocated			0	
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates			0	876,279
16. Derivatives			0	
17. Payable for securities			0	
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers and certified $.....0 reinsurers)			0	
20. Reinsurance in unauthorized and certified ($.....0) companies			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	
22. Liability for amounts held under uninsured plans	556,000		556,000	556,000
23. Aggregate write-ins for other liabilities (including $.....0 current)	2,491,406	0	2,491,406	2,459,852
24. Total liabilities (Lines 1 to 23)	98,695,011	0	98,695,011	93,891,014
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	159,000	159,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	62,404,971	62,404,971
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	26,418,615	17,976,452
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 $.....0)	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	88,982,586	80,540,423
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	187,677,597	174,431,437

DETAILS OF WRITE-INS

2301. Premium/Use Taxes Due	2,491,406		2,491,406	2,459,852
2302.			0	
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	2,491,406	0	2,491,406	2,459,852
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.				
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 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	1,299,998	1,326,922	2,639,337
2. Net premium income (including $.....0 non-health premium income)	XXX	436,849,854	420,678,543	841,177,957
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $.....0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	436,849,854	420,678,543	841,177,957
Hospital and Medical:				
9. Hospital/medical benefits		279,756,440	246,547,854	517,372,979
10. Other professional services	7,698	7,021,336	9,988,681	16,977,013
11. Outside referrals		16,213,254	23,756,446	47,149,242
12. Emergency room and out-of-area		14,608,053	13,903,908	28,980,890
13. Prescription drugs		60,042,955	57,313,065	115,460,945
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		2,675,819	1,593,554	4,524,605
16. Subtotal (Lines 9 to 15)	7,698	380,317,857	353,103,508	730,465,674
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	7,698	380,317,857	353,103,508	730,465,674
19. Non-health claims (net)				
20. Claims adjustment expenses, including $.....9,355,828 cost containment expenses		10,924,902	12,153,205	22,358,285
21. General administrative expenses		36,522,312	41,380,990	73,378,611
22. Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				325,513
23. Total underwriting deductions (Lines 18 through 22)	7,698	427,765,071	406,637,703	826,528,083
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	9,084,783	14,040,840	14,649,874
25. Net investment income earned		245,530	540,855	852,824
26. Net realized capital gains (losses) less capital gains tax of $.....0				
27. Net investment gains or (losses) (Lines 25 plus 26)	0	245,530	540,855	852,824
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....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	9,330,313	14,581,695	15,502,698
31. Federal and foreign income taxes incurred	XXX	3,578,408	6,411,040	6,127,293
32. Net income (loss) (Lines 30 minus 31)	XXX	5,751,905	8,170,655	9,375,405

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 thru 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 thru 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 thru 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 thru 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	80,540,423	77,838,546	77,838,546
34. Net income or (loss) from Line 32	5,751,905	8,170,655	9,375,405
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....0			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	(432,200)	1,680,320	1,630,098
39. Change in nonadmitted assets	3,122,458	(1,832,041)	(3,044,048)
40. Change in unauthorized and certified reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			(259,578)
44. Capital changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders		(5,000,000)	(5,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	8,442,163	3,018,934	2,701,877
49. Capital and surplus end of reporting period (Line 33 plus 48)	88,982,586	80,857,480	80,540,423

DETAILS OF WRITE-INS

4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

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	437,164,173	430,099,450	839,060,394
2. Net investment income	504,848	1,130,824	1,857,611
3. Miscellaneous income			
4. Total (Lines 1 through 3)	437,669,021	431,230,274	840,918,005
5. Benefit and loss related payments	374,805,958	353,618,133	727,118,971
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	46,711,160	52,789,294	94,686,621
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	(686,000)	5,520,000	6,041,000
10. Total (Lines 5 through 9)	420,831,118	411,927,427	827,846,592
11. Net cash from operations (Line 4 minus Line 10)	16,837,903	19,302,847	13,071,413
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	6,000,000	3,000,000	14,000,000
12.2 Stocks			
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)	6,000,000	3,000,000	14,000,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds	18,342,821		9,239,400
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Lines 13.1 to 13.6)	18,342,821	0	9,239,400
14. Net increase (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(12,342,821)	3,000,000	4,760,600
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders		5,000,000	5,000,000
16.6 Other cash provided (applied)	(979,322)	94,235	2,422,994
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(979,322)	(4,905,765)	(2,577,006)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	3,515,760	17,397,082	15,255,007
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	135,164,816	119,909,809	119,909,809
19.2 End of period (Line 18 plus Line 19.1)	138,680,577	137,306,891	135,164,816

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

20.0001 Amortization of intangible assets	1,390,193		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 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	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	0									
5. Current Year	0									
6. Current Year Member Months	1,299,998	7,842						55,274	1,236,882	
Total Member Ambulatory Encounters for Period:										
7. Physician	566,698	2,092						61,660	502,946	
8. Non-Physician	808,299	1,652						88,491	718,156	
9. Total	1,374,997	3,744	0	0	0	0	0	150,151	1,221,102	0
10. Hospital Patient Days Incurred	59,481	14						13,812	45,655	
11. Number of Inpatient Admissions	9,641	5						1,344	8,292	
12. Health Premiums Written (a)	436,965,256	626,256						73,976,364	362,362,636	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	436,965,256	626,256						73,976,364	362,362,636	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	372,121,352	349,452						64,908,164	306,863,736	
18. Amount Incurred for Provision of Health Care Services	380,317,856	360,334						68,053,684	311,903,838	

(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees $.....73,976,364.

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	5,016,664					5,016,664
Hospital Capitation Payable	15,023,262	2,550,184	2,542,351	3,351,682	4,925,183	28,392,661
0199999. Individually Listed Claims Unpaid	20,039,926	2,550,184	2,542,351	3,351,682	4,925,183	33,409,326
0399999. Aggregate Accounts Not Individually Listed-Covered	1,175,879					1,175,879
0499999. Subtotals	21,215,805	2,550,184	2,542,351	3,351,682	4,925,183	34,585,205
0599999. Unreported Claims and Other Claim Reserves						52,723,190
0799999. Total Claims Unpaid						87,308,395
0899999. Accrued Medical Incentive Pool and Bonus Amounts						1,532,412

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 December 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 December 31 of Prior Year
1. Comprehensive (hospital and medical)	96,664	252,787	2,029	105,114	98,693	100,739
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only					0	
5. Federal Employees Health Benefits Plan					0	
6. Title XVIII - Medicare	22,018,574	42,889,590	1,233,710	22,091,304	23,252,284	21,091,676
7. Title XIX - Medicaid	51,054,083	255,809,653	1,669,118	62,207,119	52,723,201	62,959,465
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	73,169,321	298,952,030	2,904,857	84,403,537	76,074,178	84,151,880
10. Healthcare receivables (a)			271,247	1,687,089	271,247	4,322,506
11. Other non-health					0	
12. Medical incentive pools and bonus amounts	1,686,530	998,075		1,532,413	1,686,530	1,541,198
13. Totals (Lines 9-10+11+12)	74,855,851	299,950,105	2,633,610	84,248,861	77,489,461	81,370,572

(a) Excludes $.....0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. The financial statements of Molina Healthcare of Michigan, Inc. (the "Company") are presented on the basis of accounting practices prescribed or permitted by the State of Michigan, Department of Insurance and Financial Services ("DIFS").

The DIFS recognizes only statutory accounting practices prescribed or permitted by the state of Michigan for determining and reporting the financial condition and results of operations of an insurance company, and for determining its solvency under the Michigan insurance law. The National Association of Insurance Commissioners' ("NAIC") *Accounting Practices and Procedures* manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Michigan.

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

A. - C. No significant change.

D. As of June 30, 2013 the Company had no investments in loan-backed securities.

E.(3)b. Not applicable

F. - G. No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A. - D. No significant change.

E. On September 9, 2011, Molina Healthcare, Inc. (the "Parent") entered into a credit agreement for a $170.0 million revolving Credit Facility with various lenders to be used for general corporate purposes. On February 15, 2013, the Parent repaid all of the outstanding indebtedness under the Credit Facility, and also terminated the Credit Facility.

F. - L. No signficant change.

Note 11 - Debt

No significant change.

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

NOTES TO FINANCIAL STATEMENTS

A.(6) Not applicable.

B. - F. No significant change

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No significant change.

Note 14 - Contingencies

A. Contingent Commitments: As described in Note 10.E. above, on February 15, 2013, the Parent repaid all of the outstanding indebtedness under its Credit Facility, and also terminated the Credit Facility.

B. - F. No significant change.

Note 15 - Leases

No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant change.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. No significant change
B.(2)b. Not applicable
B.(4)a. Not applicable
B.(4)b. Not applicable
C. There were no wash sales during the period ended June 30, 2013.

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

No significant change.

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

No significant change.

Note 20 - Fair Value

A.

(1) Assets Measured at Fair Value on a Recurring Basis: The Company's assets measured at fair value on a recurring basis are listed in the table below. The Plan receives monthly statements from investment brokers that provide market pricing.

(1)	(2)	(3)	(4)	(5)
Description	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Money Market Funds	$ 85,596,678	$ 0	$ 0	$ 85,596,678
Municipal Securities		4,319,929		4,319,929
Unaffiliated Domestic Securities		43,116,414		43,116,414
Total assets at fair value	$ 85,596,678	$ 47,436,343	$ 0	$ 133,033,021
b. Liabilities at fair value				
None	$ 0	$ 0	$ 0	$ 0

(2) Fair Value Measurements in (Level 3) of Fair Value Hierarchy: None

(3) None

(4) Level 2 financial instruments include investments that are traded frequently though not necessarily daily. Fair value for these securities is determined using a market approach based on quoted prices for similar securities in active markets or quoted prices for identical securities in inactive markets.

(5) None

B. See below.

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	$30,300,594	$30,338,553	$5,001,850	$25,298,744	$ 0	$ 0

In addition to Bonds, the Company's statutory basis balance sheets typically include the following financial instruments: investment income due and accrued, federal income tax recoverable (payable), receivables, and current liabilities. The Company believes the carrying amounts of these financial instruments approximate the fair value of these financial instruments because of the relatively short period of time between the origination of the instruments and their expected realization or payment.

D. Not applicable.

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

None.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 25 - Change in Incurred Claims and Claim Adjustment Expenses

The change in prior year estimated claims reserves represents favorable development in claims experience. Original estimates are increased or decreased as additional information becomes known regarding incurred reported claims.

Claims unpaid activity as of June 30, and for the year then ended, is summarized below:

	6/30/2013	12/31/2013
Unpaid claims liabilities and claims adjustment expenses, beginning of year	$ 86,679,315	$ 80,949,214
Add provision for claims, net of reinsurance:		
Current year	388,896,969	737,212,507
Prior years	(8,579,113)	(6,746,835)
Net incurred claims during the current year	380,317,856	730,465,672
Deduct paid claims, net of reinsurance:		
Current year	301,636,635	654,344,410
Prior years	73,169,322	72,774,556
Net paid claims during the current year	374,805,957	727,118,966
Current year change in claims adjustment expenses	8,542	13,018
Current year change in health care receivables	(2,364,170)	2,370,378
Current year change in amounts due from reinsurers	---	---
Unpaid claims liabilities and claims adjustment expenses, end of year	$ 89,835,586	$ 86,679,316

NOTES TO FINANCIAL STATEMENTS

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

1.	Liability carried for premium deficiency reserves	$ 0
2.	Date of the most recent evaluation of this liability	6/30/2013
3.	Was anticipated investment income utilized in the calculation?	Yes [X] No [ ]

Note 31 - Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [ ] 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 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No [ ]

3.2 If the response to 3.1 is yes, provide a brief description of those changes.

Alliance for Community Health, LLC was removed from the organizational chart and American Family Care Hospital Management, Inc. and Molina Healthcare of South Carolina, Inc. were added to the organizational chart

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 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 [X] No [ ] N/A [ ]

If yes, attach an explanation.

It was amended April 4, 2013, to include Medicare Part D Program Requirements - Delegated Service

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2011.....

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. 12/31/2011.....

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). 5/1/2013.....

6.4 By what department or departments?

Department of Insurance and Financial Services

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 [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

8.4 If the 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

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).

PART 1 - 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: $.....882,027

PART 1 - 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	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 0	$ 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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.

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

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

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

1 Name of Custodian(s)	2 Custodian Address
US Bank	60 Livingston Ave. St. Paul, MN 55107
UBS Financial Services	1000 Harbor Blvd Weehawken, NJ 07086

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 [X] No [ ]

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
	UBS Financial Services	4/23/2013	Due to additional investment portfolio broker

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
249	Oppenheimer & Co.	500 W. Madison, Ste 400, Chicago, IL 60661
8174	UBS Financial Services	1000 Harbor Blvd Weehawken, NJ 07086

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 (continued)

PART 2 - HEALTH

1.	Operating Percentages:		
	1.1 A&H loss percent		89.2 %
	1.2 A&H cost containment percent		2.1 %
	1.3 A&H expense percent excluding cost containment expenses		8.7 %
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.		0
2.3	Do you act as an administrator for health savings accounts?	Yes [ ]	No [X]
2.4	If yes, please provide the amount of funds administered as of the reporting date.		0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)
A&H Non-Affiliates						
93572	43-1235868	01/01/2013	RGA Reinsurance Company	MO	SSL/G	YES

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1. Alabama AL	N							0	
2. Alaska AK	N							0	
3. Arizona AZ	N							0	
4. Arkansas AR	N							0	
5. California CA	N							0	
6. Colorado CO	N							0	
7. Connecticut CT	N							0	
8. Delaware DE	N							0	
9. District of Columbia DC	N							0	
10. Florida FL	N							0	
11. Georgia GA	N							0	
12. Hawaii HI	N							0	
13. Idaho ID	N							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	L	626,256	73,976,364	362,362,636				436,965,256	
24. Minnesota MN	N							0	
25. Mississippi MS	N							0	
26. Missouri MO	N							0	
27. Montana MT	N							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	N							0	
38. Oregon OR	N							0	
39. Pennsylvania PA	N							0	
40. Rhode Island RI	N							0	
41. South Carolina SC	N							0	
42. South Dakota SD	N							0	
43. Tennessee TN	N							0	
44. Texas TX	N							0	
45. Utah UT	N							0	
46. Vermont VT	N							0	
47. Virginia VA	N							0	
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	626,256	73,976,364	362,362,636	0	0	0	436,965,256	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	626,256	73,976,364	362,362,636	0	0	0	436,965,256	0

DETAILS OF WRITE-INS

58001.								0	
58002.								0	
58003.								0	
58998. Summary of remaining write-ins for line 58 from overflow page		0	0	0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above)		0	0	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

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

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

1531	DE	13-4204626	Molina Healthcare, Inc.
|-00000	CA	33-0342719	Molina Healthcare of California
|-52630	MI	38-3341599	Molina Healthcare of Michigan, Inc.
|-95502	UT	33-0617992	Molina Healthcare of Utah, Inc.
|-96270	WA	91-1284790	Molina Healthcare of Washington, Inc.
|-95739	NM	85-0408506	Molina Healthcare of New Mexico, Inc.
|-00000	NM	37-1661581	Molina Healthcare of New Mexico Medical Clinics, Inc.
|-10757	TX	20-1494502	Molina Healthcare of Texas, Inc.
|-13778	TX	27-0522725	Molina Healthcare of Texas Insurance Company
|-12334	OH	20-0750134	Molina Healthcare of Ohio, Inc.
|-00000	CA	20-2714545	Molina Healthcare of California Partner Plan, Inc.
|-13128	FL	26-0155137	Molina Healthcare of Florida, Inc.
|-15133	VA	26-1769086	Molina Healthcare of Virginia, Inc.
|-00000	CA	27-1510177	Molina Information Systems, LLC (dba Molina Medicaid Solutions)
|-12007	WI	20-0813104	Molina Healthcare of Wisconsin, Inc.
|-14104	IL	27-1823188	Molina Healthcare of Illinois, Inc.
|-00000	DE	45-2854547	Molina Pathways, LLC
|-00000	DE	27-4034065	Molina Center LLC
|-00000	NM	45-2634351	Molina Healthcare Data Center, Inc.
|-00000	CA	37-1652282	American Family Care, Inc.
|-00000	AZ	26-1938644	Molina Healthcare of Arizona, Inc.
|-00000	GA	80-0800257	Molina Healthcare of Georgia, Inc
|-00000	MO	26-3342852	Molina Healthcare of Missouri, Inc.
|-00000	MS	26-4390042	Molina Healthcare of Mississippi, Inc.
|-00000	CA	27-0941584	Molina Healthcare Services
|-14398	DC	45-4750271	Molina Healthcare of the District of Columbia, Inc.
|-00000	MD	46-0598968	Molina Healthcare of Maryland, Inc.
|-00000	CA	46-2821516	American Family Care Hospital Management, Inc.
|-00000	SC	46-2992125	Molina Healthcare of South Carolina, Inc.

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.	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.	15133	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.	
1531	Molina Healthcare, Inc.	00000	46-2821516			Molina Healthcare, Inc.	American Family Care Hospital Management, Inc.	CA	DS	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	46-2992125			Molina Healthcare, Inc.	Molina Healthcare of South Carolina, Inc.	SC	DS	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	

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?	SEE EXPLANATION

Explanation:

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

Bar Code:

Overflow Page for Write-Ins

NONE

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	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts		
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	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts		
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	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts		
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	18,249,761	23,620,867
2. Cost of bonds and stocks acquired	18,342,821	9,239,400
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration for bonds and stocks disposed of	6,000,000	14,000,000
7. Deduct amortization of premium	254,029	610,506
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	30,338,553	18,249,761
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	30,338,553	18,249,761

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	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. Class 1 (a)	160,388,140	310,745,345	312,644,188	(258,077)	160,388,140	158,231,220		154,476,335
2. Class 2 (a)	5,167,019			(26,667)	5,167,019	5,140,351		6,196,826
3. Class 3 (a)		240,000		(240,000)				
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	165,555,159	310,985,345	312,644,188	(524,744)	165,555,159	163,371,572	0	160,673,161
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	165,555,159	310,985,345	312,644,188	(524,744)	165,555,159	163,371,572	0	160,673,161

(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	133,033,020	XXX	133,727,689	528,532	94,501

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	142,423,402	126,294,055
2. Cost of short-term investments acquired	526,724,107	1,299,485,965
3. Accrual of discount	3,420	15
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	535,333,599	1,281,620,505
7. Deduct amortization of premium	784,309	1,736,128
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	133,033,021	142,423,402
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	133,033,021	142,423,402

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of cash equivalents acquired		2,505,175
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		2,500,000
7. Deduct amortization of premium		5,175
8. Total foreign exchange change in book/ adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 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 - Industrial and Miscellaneous									
025121 JC 9	American Chartered Bank		05/02/2013	UBS		240,000	240,000		1
037830 G8 3	Apple Bank for Savings		04/23/2013	UBS		240,000	240,000		1
05565Q BL 1	BP CAPITAL MARKETS PLC	R	05/02/2013	UBS		2,065,940	2,000,000		1FE
06426N T3 6	Bank of China Limited	E	04/23/2013	UBS		240,000	240,000		1FE
07370V A8 1	Beal Bank USA		04/23/2013	UBS		240,000	240,000		1
22546Q AA 5	CREDIT SUISSE NEW YORK	E	04/24/2013	UBS		2,101,480	2,000,000		1FE
254671 NM 8	Discover Bank		04/23/2013	UBS		240,000	240,000		3FE
316777 LW 9	Fifth Third Bank		04/23/2013	UBS		240,000	240,000		1
31938Q ZY 3	First Business Bank		04/23/2013	UBS		240,000	240,000		1
36962G 4C 5	GENERAL ELEC CAP CORP		05/10/2013	UBS		1,742,351	1,650,000	541	1FE
46625H HN 3	JPMORGAN CHASE & CO		05/30/2013	UBS		1,041,910	1,000,000	388	1FE
78658A FU 7	Safra National Bank of New Yor		04/23/2013	UBS		240,000	240,000		1
981996 Q8 7	WORLD FINL NETWORK NATL		06/01/2013	UBS		200,000	200,000		1
3899999.	Total - Bonds - Industrial & Miscellaneous					9,071,681	8,770,000	928	XXX
8399997.	Total - Bonds - Part 3					9,071,681	8,770,000	928	XXX
8399999.	Total - Bonds					9,071,681	8,770,000	928	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					9,071,681	XXX	928	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 Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment																					
212257 BC 2	CONTRA COSTA OBLG-TXB		06/03/2013	OPPENHEIMER & CO. INC		1,000,000	1,000,000	1,093,700	1,013,282		(13,282)		(13,282)		1,000,000			0	31,250	06/01/2013	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					1,000,000	1,000,000	1,093,700	1,013,282	0	(13,282)	0	(13,282)	0	1,000,000	0	0	0	31,250	XXX	XXX
8399997.	Total - Bonds - Part 4					1,000,000	1,000,000	1,093,700	1,013,282	0	(13,282)	0	(13,282)	0	1,000,000	0	0	0	31,250	XXX	XXX
8399999.	Total - Bonds					1,000,000	1,000,000	1,093,700	1,013,282	0	(13,282)	0	(13,282)	0	1,000,000	0	0	0	31,250	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					1,000,000	XXX	1,093,700	1,013,282	0	(13,282)	0	(13,282)	0	1,000,000	0	0	0	31,250	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 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									
First Bank of Puerto Rico	Chicago, IL		0.250	53	51	249,000	249,000	249,000	XXX
JP Morgan Chase	Detroit, Michigan					6,584,214	17,174,346	6,604,989	XXX
JP Morgan Chase	Detroit, Michigan					27,812	(3,423)	(2,175)	XXX
US Bank	St. Paul, MI					(7,030,578)	(8,207,473)	(7,945,654)	XXX
US Bank	St. Paul, MI					(1,481,194)	506,903	(474,379)	XXX
Bank of America	Tampa, Florida					6,911	6,895	6,775	XXX
0199998. Deposits in 31 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories		XXX	XXX	41	1,572	3,600,313	7,160,000	7,208,000	XXX
0199999. Total Open Depositories		XXX	XXX	94	1,623	1,956,478	16,886,248	5,646,556	XXX
0399999. Total Cash on Deposit		XXX	XXX	94	1,623	1,956,478	16,886,248	5,646,556	XXX
0499999. Cash in Company's Office		XXX	XXX	XXX	XXX	1,000	1,000	1,000	XXX
0599999. Total Cash		XXX	XXX	94	1,623	1,957,478	16,887,248	5,647,556	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