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HEALTH QUARTERLY STATEMENT

As of March 31, 2015

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	880 W. Long Lake Rd., Suite 600….. Troy ..... MI ..... US ..... 48098-4504 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	880 W. Long Lake Rd., Suite 600….. Troy ..... MI ..... US ..... 48098-4504 *(Street and Number) (City or Town, State, Country and Zip Code)*	248-925-1700 *(Area Code) (Telephone Number)*
Mail Address	880 W. Long Lake Rd., Suite 600….. Troy ..... MI ..... US ..... 48098-4504 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	880 W. Long Lake Rd., Suite 600….. Troy ..... MI ..... US ..... 48098-4504 *(Street and Number) (City or Town, State, Country and Zip Code)*	248-925-1700 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.molinahealthcare.com	
Statutory Statement Contact	Pamela Mary Gourwitz *(Name)*	888-562-5442-151701 *(Area Code) (Telephone Number) (Extension)*
	pamela.gourwitz@molinahealthcare.com *(E-Mail Address)*	248-925-1721 *(Fax Number)*

OFFICERS

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

OTHER

DIRECTORS OR TRUSTEES

Stephen Devon Harris	Matthew Carter Schueren	Maritza Esther Borrajero	Juan Jose Orellana
James Dwight Petty	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 Finance & Analytics	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	66,758,454		66,758,454	62,408,480
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 $.....0 encumbrances)			0	
5. Cash ($.....(640,842)), cash equivalents ($.....0) and short-term investments ($.....202,405,017)	201,764,176		201,764,176	167,799,442
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	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	268,522,630	0	268,522,630	230,207,922
13. Title plants less $.....0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	464,789		464,789	585,847
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	12,234,819	10,523	12,224,296	11,441,701
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	5,666
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	3,013,230		3,013,230	3,013,230
18.1 Current federal and foreign income tax recoverable and interest thereon			0	2,187,424
18.2 Net deferred tax asset	5,713,316	1,335,961	4,377,355	4,032,011
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software			0	
21. Furniture and equipment, including health care delivery assets ($.....0)	3,217,039	3,217,039	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	3,066,607		3,066,607	220,001
24. Health care ($.....2,611,790) and other amounts receivable	6,551,866	3,940,076	2,611,790	2,854,454
25. Aggregate write-ins for other than invested assets	820,834	219,443	601,391	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	303,605,130	8,723,042	294,882,088	254,548,256
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	303,605,130	8,723,042	294,882,088	254,548,256

DETAILS OF WRITE-INS

1101.			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)	0	0	0	0
2501. Prepaid Expenses/Deposits	219,443	219,443	0	
2502. State Income Tax Recoverable	601,391		601,391	
2503.			0	
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)	820,834	219,443	601,391	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $.....38,416 reinsurance ceded)	133,490,932		133,490,932	112,646,823
2. Accrued medical incentive pool and bonus amounts	5,514,802		5,514,802	3,431,481
3. Unpaid claims adjustment expenses	1,485,750		1,485,750	1,347,589
4. Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	5,410,936		5,410,936	993,173
5. Aggregate life policy reserves			0	
6. Property/casualty unearned premium reserve			0	
7. Aggregate health claim reserves			0	
8. Premiums received in advance	97,730		97,730	71,779
9. General expenses due or accrued	25,005,034		25,005,034	3,743,248
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	302,664		302,664	
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 $.....0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates			0	
16. Derivatives			0	
17. Payable for securities			0	
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties with ($.....0 authorized reinsurers, $.....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			0	
23. Aggregate write-ins for other liabilities (including $.....7,373,810 current)	7,411,987	0	7,411,987	7,183,648
24. Total liabilities (Lines 1 to 23)	178,719,835	0	178,719,835	129,417,741
25. Aggregate write-ins for special surplus funds	XXX	XXX	5,100,000	20,400,000
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	48,498,282	42,166,544
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	116,162,253	125,130,515
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	294,882,088	254,548,256

DETAILS OF WRITE-INS

2301. Premium/Use Taxes Due	7,411,987		7,411,987	7,097,571
2302. State Income Tax Payable			0	86,077
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)	7,411,987	0	7,411,987	7,183,648
2501. 2015 health insurer fee accrual estimate	XXX	XXX		20,400,000
2502. 2016 health insurer fee accrual estimate	XXX	XXX	5,100,000	
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	5,100,000	20,400,000
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	756,219	648,395	2,802,163
2. Net premium income (including $.....0 non-health premium income)	XXX	309,274,482	222,151,846	1,077,696,030
3. Change in unearned premium reserves and reserve for rate credits	XXX	(4,417,763)		(377,483)
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	304,856,719	222,151,846	1,077,318,547
Hospital and Medical:				
9. Hospital/medical benefits		174,588,639	116,757,927	599,913,536
10. Other professional services		5,434,864	2,509,155	14,786,056
11. Outside referrals		15,786,578	12,226,118	56,052,833
12. Emergency room and out-of-area		17,647,038	12,453,708	61,308,329
13. Prescription drugs		30,519,695	31,557,991	137,596,735
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		2,334,596	1,627,165	8,028,967
16. Subtotal (Lines 9 to 15)	0	246,311,410	177,132,064	877,686,456
Less:				
17. Net reinsurance recoveries		32,749	2,393	359,175
18. Total hospital and medical (Lines 16 minus 17)	0	246,278,661	177,129,671	877,327,281
19. Non-health claims (net)				
20. Claims adjustment expenses, including $.....6,293,936 cost containment expenses		7,078,837	5,650,376	24,732,752
21. General administrative expenses		54,735,489	30,733,835	126,846,129
22. Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)			461,491	
23. Total underwriting deductions (Lines 18 through 22)	0	308,092,987	213,975,373	1,028,906,162
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(3,236,268)	8,176,473	48,412,385
25. Net investment income earned		174,728	119,733	545,701
26. Net realized capital gains (losses) less capital gains tax of $.....364		676		6,133
27. Net investment gains or (losses) (Lines 25 plus 26)	0	175,404	119,733	551,834
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	(154)	(35,459)
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	(3,060,864)	8,296,052	48,928,760
31. Federal and foreign income taxes incurred	XXX	5,924,724	8,434,617	22,209,086
32. Net income (loss) (Lines 30 minus 31)	XXX	(8,985,588)	(138,565)	26,719,674

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. Fines and penalties			(154)	(35,459)
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	(154)	(35,459)

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	125,130,515	102,658,517	102,658,517
34. Net income or (loss) from Line 32	(8,985,588)	(138,565)	26,719,674
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....111	206		(206)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	119,862	108,792	2,882,734
39. Change in nonadmitted assets	(102,742)	419,229	(7,130,204)
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			
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			
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	(8,968,262)	389,456	22,471,998
49. Capital and surplus end of reporting period (Line 33 plus 48)	116,162,253	103,047,973	125,130,515

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	308,517,231	218,375,720	1,078,344,136
2. Net investment income	519,603	279,218	1,513,976
3. Miscellaneous income			
4. Total (Lines 1 through 3)	309,036,834	218,654,938	1,079,858,112
5. Benefit and loss related payments	223,483,924	178,160,594	850,884,940
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	40,186,040	24,149,544	146,257,811
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $.....364 tax on capital gains (losses)	3,435,000	2,591,000	24,295,000
10. Total (Lines 5 through 9)	267,104,964	204,901,138	1,021,437,751
11. Net cash from operations (Line 4 minus Line 10)	41,931,870	13,753,800	58,420,361
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	19,997,017	4,018,987	32,529,781
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)	19,997,017	4,018,987	32,529,781
13. Cost of investments acquired (long-term only):			
13.1 Bonds	24,569,452	21,777,089	64,057,215
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)	24,569,452	21,777,089	64,057,215
14. Net increase or (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(4,572,435)	(17,758,102)	(31,527,435)
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			
16.6 Other cash provided (applied)	(3,394,701)	(3,446,524)	(2,510,911)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(3,394,701)	(3,446,524)	(2,510,911)
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)	33,964,734	(7,450,826)	24,382,016
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	167,799,442	143,417,426	143,417,426
19.2 End of period (Line 18 plus Line 19.1)	201,764,176	135,966,600	167,799,442

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

20.0001			

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	242,022	5,810						11,939	224,273	
2. First Quarter	255,560	8,094						12,728	234,738	
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	756,219	21,979						37,273	696,967	
Total Member Ambulatory Encounters for Period:										
7. Physician	337,453	4,947						44,865	287,641	
8. Non-Physician	478,973	4,984						48,681	425,308	
9. Total	816,426	9,931	0	0	0	0	0	93,546	712,949	0
10. Hospital Patient Days Incurred	32,968	82						6,622	26,264	
11. Number of Inpatient Admissions	5,354	28						871	4,455	
12. Health Premiums Written (a)	309,328,598	3,405,988						41,967,424	263,955,186	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	304,910,835	3,398,582						41,101,720	260,410,533	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	223,232,648	1,248,781						35,706,004	186,277,863	
18. Amount Incurred for Provision of Health Care Services	246,311,410	2,008,612						36,270,064	208,032,734	

(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees $.....41,967,424.

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	8,650,040					8,650,040
Provider Payables	18,979,611	3,395,469	3,735,200	5,434,661	12,764,616	44,309,557
0199999. Individually Listed Claims Unpaid	27,629,651	3,395,469	3,735,200	5,434,661	12,764,616	52,959,597
0399999. Aggregate Accounts Not Individually Listed-Covered	1,825,009					1,825,009
0499999. Subtotals	29,454,660	3,395,469	3,735,200	5,434,661	12,764,616	54,784,606
0599999. Unreported Claims and Other Claim Reserves						78,744,742
0799999. Total Claims Unpaid						133,529,348
0899999. Accrued Medical Incentive Pool and Bonus Amounts						5,514,802

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)	359,312	895,136	65,386	1,127,762	424,698	466,798
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only					0	
5. Federal Employees Health Benefits Plan					0	
6. Title XVIII - Medicare	14,460,257	21,245,747	3,956,107	15,983,315	18,416,364	19,422,140
7. Title XIX - Medicaid	74,110,587	112,167,277	16,199,172	96,159,189	90,309,759	92,757,885
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	88,930,156	134,308,160	20,220,665	113,270,266	109,150,821	112,646,823
10. Healthcare receivables (a)			3,940,076	2,611,790	3,940,076	6,413,507
11. Other non-health					0	
12. Medical incentive pools and bonus amounts	251,275			5,514,802	251,275	3,431,481
13. Totals (Lines 9-10+11+12)	89,181,431	134,308,160	16,280,589	116,173,278	105,462,020	109,664,797

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

The interim financial information presented below has been prepared under the assumption that users of such interim financial information have either read or have access to the annual statement of Molina Healthcare of Michigan, Inc. (the "Company") for the fiscal year ended December 31, 2014. Accordingly, footnote disclosures that would substantially duplicate the disclosures contained in the December 31, 2014 annual statement or audited financial statements have been omitted.

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of 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, for determining its solvency under the Michigan insurance law. The National Association of Insurance Commissioners' *Accounting Practices and Procedures Manual* ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the state of Michigan.

The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. Specifically,

Citation adopting the Manual: Bulletin 2001-02-INS Commissioner Orders 11-052-M, 11-051-M and 11-053-M		
SSAP or Appendices	**State Law or Regulation**	**Description**
Appendix C	Bulletin 2001-02-INS and Commissioner Order	Actuarial Guideline XXXV not adopted
SSAP No. 84	Commissioner Order	Loans and advances to hospitals and other providers are not permitted for HMOs, Limited Health Service Organizations, Dental Service Corporations

Such prescribed accounting practices have no significant effect on the Company's statutory basis financial statements for the periods presented.

	State of Domicile	March 31, 2015	December 31, 2014
NET INCOME			
(1) Company state basis (Page Q04, Line 32, Columns 2 & 4)	MI	$ (8,985,588)	$ 26,719,674
(2) State Prescribed Practices that increase/(decrease) NAIC SAP			
None	MI	0	0
(3) State Permitted Practices that increase/(decrease) NAIC SAP			
None	MI	0	0
(4) NAIC SAP (1 – 2 – 3 = 4)	MI	$ (8,985,588)	$ 26,719,674
SURPLUS			
(5) Company state basis (Page Q03, Line 33, Columns 3 & 4)	MI	$ 116,162,253	$ 125,130,515
(6) State Prescribed Practices that increase/(decrease) NAIC SAP			
None	MI	0	0
(7) State Permitted Practices that increase/(decrease) NAIC SAP			
None	MI	0	0
(8) NAIC SAP (5 – 6 – 7 = 8)	MI	$ 116,162,253	$ 125,130,515

C. Accounting Policy

Revenue Recognition: The Company arranges for the provision of health care services to Medicaid and Medicare recipients under contracts with the state of Michigan and the Centers for Medicare and Medicaid Services ("CMS"). The Company also serves members through the Health Insurance Marketplace (Marketplace). below. Premium revenue is recognized in the month that members are entitled to receive health care services, and is fixed in advance of the periods covered. Generally, premium revenue is not subject to significant accounting estimates except as described below and in Note 24.

M*edical Cost Floors and Corridors:* Sanctions may be levied by the state if the amounts spent on medical care costs as a percentage of premiums are not within a specified range. These sanctions include the requirements to file a corrective action plan as well as an auto assignment freeze. Further, for certain Medicaid premiums, amounts may be returned to the state if certain minimum amounts are not spent on defined medical care costs, or the Company may receive additional premiums if amounts spent on medical care costs exceed a defined maximum threshold.

The Company may be required to return a portion of Medicare and Marketplace premiums if certain minimum amounts are not spent on defined medical care costs in accordance with requirements established by the Federal government.

Recognition of Medical Care Costs: Medical care costs include primarily fee-for-service expenses. Nearly all hospital services and the majority of the Company's primary care and physician specialist services are paid on a fee-for-service basis. Under fee-for-service arrangements, the Company retains the financial responsibility for medical care provided and incurs costs based on actual utilization of services. Such expenses are recorded in the period in which the related services are dispensed. Medical care costs include amounts that have been paid by the Company through the reporting date, as well as estimated liabilities for medical care costs incurred but not paid by the Company as of the reporting date. Refer to Note 25 for further information.

In addition, the Company applies the following accounting policies:
(6) Investments in loan-backed securities: None

2. Accounting Changes and Corrections of Errors
None

3. Business Combinations and Goodwill
None

4. Discontinued Operations
Not applicable.

5. Investments
A. – C. No significant change.

D. Loan-Backed Securities: None

E. Repurchase Agreements and/or Securities Lending Transactions:
(3)b.: Not applicable.

F. Real Estate: None.

G. Investments in Low-Income Housing Tax Credits: None.

H. Restricted Assets: No significant change.

I. Working Capital Finance Investments: None.

J. Offsetting and Netting of Assets and Liabilities: None.

K. Structured Notes: None.

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

7. Investment Income
No significant change.

8. Derivative Instruments
None.

9. Income Taxes
No significant change.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties
A. No significant change.

B. – C. The Company neither paid dividends to, nor received contributions from Molina Healthcare, Inc. (the "Parent") during the period ended March 31, 2015.

The Company has entered into a lease for office space from Molina Healthcare, Inc. (the "Parent"). Rental expense for this lease commenced in October 2014.

D. – L. No significant change.

11. Debt
A. None.
B. FHLB (Federal Home Loan Bank) Agreements: Not applicable.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Post-retirement Benefit Plans
A.(4) The amount of net periodic benefit cost recognized: Not applicable.

13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations
(1) – (3) No significant change.

(4) Dividends paid by the Company to the Parent during the period ended March 31, 2015 were as follows: None.

(5) – (8) No significant change.

(9) Changes in balances of special surplus funds from the prior period: The Company reclassified an amount equal to 25% its estimated 2016 Health Insurer fee to special surplus funds in accordance with the SSAP No. 106 requirements.

(10) – (13) No significant change.

14. Contingencies
No significant change.

15. Leases
No significant change.

16. Information About Financial Instruments With Off-Balance-Sheet Risk and Financial Instruments With Concentrations of Credit Risk
No significant change.

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

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
No significant change.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators
No significant change.

20. Fair Value Measurements

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 Company receives monthly statements from investment brokers that provide market pricing. There were no transfers between Level 1 and Level 2 of the fair value hierarchy.

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Money Market Funds	$ 122,257,334	$	$	$ 122,257,334
Unaffiliated Domestic Securities		80,147,683		80,147,683
Total assets at fair value	$ 122,257,334	$ 80,147,683	$	$ 202,405,017
b. Liabilities at fair value				
None	$ 0	$ 0	$ 0	$ 0

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

(3) Policy for determining when transfers between levels are recognized: The actual date of the event or change in circumstances that caused the transfer.

(4) For fair value measurements categorized within Level 2 and Level 3 of the fair value hierarchy, a description of the valuation technique(s) follow:

Level 2: 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) Derivative assets and liabilities: None

B. In addition to Bonds (see below), 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.

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	$ 66,684,391	$ 66,758,454	$	$ 66,684,391	$	$ 0

D. Not Practicable to Estimate: Not applicable.

21. Other Items

A. – B. No significant change.

C. Other Disclosures and Unusual Items: None

D. – G. No significant change.

22. Events Subsequent

Subsequent events were considered through May 11, 2015, the date the statutory reporting statements were available to be issued.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. – C. As described in Note 24 in the Notes to Financial Statements included in the Company's 2014 Annual Statement, certain components of the Company's revenue are subject to retrospective rating and/or redetermination. Significant provisions include the following:

- Medicare premiums are subject to retrospective rating and redetermination. The Company recorded a net receivable of $4.3 million as of March 31, 2015, relating to its contracts with CMS. The Company had net premiums written relating to Medicare of $42.0 million for the period ended March 31, 2015, representing 13.6% of total net premiums written.
- Marketplace premiums are subject to retrospective rating and redetermination. The Company recorded a net payable of approximately $7,000 as of March 31, 2015, relating to Marketplace. The Company had net premiums written relating to Marketplace of $0.9 million for the period ended March 31, 2015, representing 0.3% of the total net premiums written.
- The Company is subject to a medical loss ratio corridor for certain Medicaid business. The Company recorded a net payable of $3.5 million as of March 31, 2015, relating to this provision.

The Company records accrued retrospective premium as an adjustment to earned premium.

D. Medical Loss Ratio Rebates Required Pursuant to the Public Health Service Act: No significant change.

E. Risk Sharing Provisions of the Affordable Care Act

(1) Did the reporting entity write accident and health insurance premium which is subject to the Affordable Care Act risk sharing provisions? Yes.

(2) Impact of Risk Sharing Provisions of the Affordable Care Act on admitted assets, liabilities and revenue for the current year:

			AMOUNT
a.	Permanent ACA Risk Adjustment Program		
	Assets		
	1.	Premium adjustments receivable due to ACA Risk Adjustment	
	Liabilities		
	2.	Risk adjustment user fees payable for ACA Risk Adjustment	277
	3.	Premium adjustments payable due to ACA Risk Adjustment	
	Operations (Revenue & Expenses)		
	4.	Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	
	5.	Reported in expenses as ACA Risk Adjustment user fees (incurred/paid)	241
b.	Transitional ACA Reinsurance Program		
	Assets		
	1.	Amounts recoverable for claims paid due to ACA Reinsurance	
	2.	Amounts recoverable for claims unpaid due to ACA Reinsurance (contra liability)	38,416
	3.	Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	
	Liabilities		
	4.	Liabilities for contributions payable due to ACA Reinsurance – not reported as ceded premium	2,712
	5.	Ceded reinsurance premiums payable due to ACA Reinsurance	8,136
	6.	Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance	
	Operations (Revenue & Expenses)		
	7.	Ceded reinsurance premiums due to ACA Reinsurance	8,136
	8.	Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	32,749
	9.	ACA Reinsurance contributions – not reported as ceded premium	2,712
c.	Temporary ACA Risk Corridors Program		
	Assets		
	1.	Accrued retrospective premium due to ACA Risk Corridors	
	Liabilities		
	2.	Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors	7,406
	Operations (Revenue & Expenses)		
	3.	Effect of ACA Risk Corridors on net premium income (paid/received)	
	4.	Effect of ACA Risk Corridors on change in reserves for rate credits	7,406

(3) Roll forward of prior year ACA Risk Sharing Provisions for the following asset (gross of any nonadmission) and liability balances along with the reasons for adjustments to prior year balance:

		Accrued During the Prior Year on Business Written Before December 31 of the Prior Year		Received or Paid as of the Current Year on Business Written Before December 31 of the Prior Year		Differences		Adjustments			Unsettled Balances as of the Reporting Date	
						Prior Year Accrued Less Payments (Col. 1-3)	Prior Year Accrued Less Payments (Col. 2-4)	To Prior Year Balances	To Prior Year Balances		Cumulative Balance from Prior Years (Col. 1-3+7)	Cumulative Balance from Prior Years (Col. 2-4+8)
		1	2	3	4	5	6	7	8	9	10	11
		Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Ref	Receivable	(Payable)
a.	Permanent ACA Risk Adjustment Program											
	1. Premium adjustments receivable									A		
	2. Premium adjustments (payable)									B		
	3. Subtotal ACA Permanent Risk Adjustment Program											
b.	Transitional ACA Reinsurance Program											
	1. Amounts recoverable for claims paid									C		
	2. Amounts recoverable for claims unpaid (contra liability)	5,666				5,666		(5,666)		D		
	3. Amounts receivable relating to uninsured plans									E		
	4. Liabilities for contributions payable due to ACA Reinsurance – not reported as ceded premiums									F		
	5. Ceded reinsurance premiums payable									G		
	6. Liability for amounts held under uninsured plans									H		
	7. Subtotal ACA Transitional Reinsurance Program	5,666				5,666		(5,666)				
c.	Temporary ACA Risk Corridors Program											
	1. Accrued retrospective premium									I		
	2. Reserve for rate credits or policy experience rating refunds								(7,406)	J		(7,406)
	3. Subtotal ACA Risk Corridors Program								(7,406)	K		(7,406)
d.	Total for ACA Risk Sharing Provisions	5,666				5,666		(5,666)	(7,406)			(7,406)

Explanations of Adjustments
A.
B.
C.
D. Adjusted as a result of additional months of development.
E.
F.
G.
H.
I.
J. Adjusted as a result of additional months of development.

25. Change in Incurred Losses and Loss 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 during the periods indicated is summarized below:

	Three months ended 3/31/2015	Year ended 12/31/2014
Unpaid claims liabilities, accrued medical incentives, and claims adjustment expenses, beginning of period	$ 117,425,893	$ 84,160,379
Add provision for claims, net of reinsurance:		
Current year	252,605,565	886,406,614
Prior years	(6,326,904)	(9,079,331)
Net incurred claims during the current year	246,278,661	877,327,283
Deduct paid claims, net of reinsurance:		
Current year	134,539,253	778,084,808
Prior years	88,944,671	72,800,132
Net paid claims during the current year	223,483,924	850,884,940
Change in claims adjustment expenses	138,161	413,903
Change in health care receivables	138,360	6,403,602
Change in amounts due from reinsurers	(5,666)	5,666
Unpaid claims liabilities, accrued medical incentives, and claims adjustment expenses, end of period	$ 140,491,484	$ 117,425,893

26. Intercompany Pooling Arrangements

No significant change.

27. Structured Settlements

No significant change.

28. Health Care Receivables

No significant change.

29. Participating Policies

No significant change.

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves:	$0
2. Date of the most recent evaluation of this liability:	March 31, 2015
3. Was anticipated investment income utilized in the calculation?	Yes

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 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]
If yes, complete Schedule Y, Parts 1 and 1A.

3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No [ ]

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

Molina Healthcare of New York, Inc. and Molina Health Plan Management, Inc. have been 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?
If yes, attach an explanation. Yes [ ] No [X] N/A [ ]

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). 05/01/2013

6.4 By what department or departments?

State of Michigan - 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 the Department? 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 with 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).

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: $ 3,066,607

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 of current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $ 0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: $ 0

16.3 Total payable for securities lending reported on the liability page: $ 0

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

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

1 Name of Custodian(s)	2 Custodian Address
Oppenheimer Trust Company	18 Columbia Turnpike, Florham Park, NJ 07932
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 [ ] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
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		81.7 %
	1.2 A&H cost containment percent		2.0 %
	1.3 A&H expense percent excluding cost containment expenses		18.0 %
2.1	Do you act as a custodian for health savings accounts?	Yes [ ]	No [X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.		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 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsuer Rating
A&H Non-Affiliates								
93572.....	43-1235868.....	01/01/2015	RGA Reinsurance Company.....	MO.....	SSL/A/G.....	Authorized.....	.....	.....

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	3,405,988	41,967,424	263,955,186				309,328,598	
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	3,405,988	41,967,424	263,955,186	0	0	0	309,328,598	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	3,405,988	41,967,424	263,955,186	0	0	0	309,328,598	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.
I-00000	AZ	00-0000000	Molina Healthcare of Arizona, Inc.
|-00000	CA	33-0342719	Molina Healthcare of California
|-00000	CA	20-2714545	Molina Healthcare of California Partner Plan, Inc.
|-00000	NM	45-2634351	Molina Healthcare Data Center, Inc.
|-13128	FL	26-0155137	Molina Healthcare of Florida, Inc.
I-15714	GA	80-0800257	Molina Healthcare of Georgia, Inc.
|-14104	IL	27-1823188	Molina Healthcare of Illinois, Inc.
I-00000	MD	46-0598968	Molina Healthcare of Maryland, Inc.
|-52630	MI	38-3341599	Molina Healthcare of Michigan, Inc.
I-00000	MS	26-4390042	Molina Healthcare of Mississippi, Inc.
|-95739	NM	85-0408506	Molina Healthcare of New Mexico, Inc.
I-00000	NY	47-3580625	Molina Healthcare of New York, Inc.
I-00000	NC	46-4148278	Molina Healthcare of North Carolina, Inc.
|-12334	OH	20-0750134	Molina Healthcare of Ohio, Inc.
I-15600	PR	66-0817946	Molina Healthcare of Puerto Rico, Inc.
|-15329	SC	46-2992125	Molina Healthcare of South Carolina, Inc.
|-10757	TX	20-1494502	Molina Healthcare of Texas, Inc.
|-13778	TX	27-0522725	Molina Healthcare of Texas Insurance Company
|-95502	UT	33-0617992	Molina Healthcare of Utah, Inc.
|-00000	VA	26-1769086	Molina Healthcare of Virginia, Inc.
|-96270	WA	91-1284790	Molina Healthcare of Washington, Inc.
|-12007	WI	20-0813104	Molina Healthcare of Wisconsin, Inc.
I-00000	NY	00-0000000	Molina Health Plan Management, Inc.
|-00000	CA	46-2821516	Molina Hospital Management, Inc.
|-00000	CA	27-1510177	Molina Information Systems, LLC (dba Molina Medicaid Solutions)
|-00000	CA	37-1652282	Molina Medical Management, Inc.
|-00000	DE	45-2854547	Molina Pathways, LLC
|-00000	TX	47-2296708	Molina Pathways of Texas, Inc.
|-00000	TX	47-2308753	Molina Personal Care of Texas, Inc.
|-00000	SC	47-2373467	Molina Personal Care of South Carolina, Inc.
I-00000	CA	46-5098489	Molina Youth Academy

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 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	New York Stock Exchange	Molina Healthcare, Inc.	DE	UDP	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	00-0000000				Molina Healthcare of Arizona, Inc.	AZ	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	33-0342719				Molina Healthcare of California	CA	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	20-2714545				Molina Healthcare of California Partner Plan, Inc.	CA	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	45-2634351				Molina Healthcare Data Center, Inc.	NM	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	13128	26-0155137				Molina Healthcare of Florida, Inc.	FL	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	15714	80-0800257				Molina Healthcare of Georgia, Inc.	GA	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	14104	27-1823188				Molina Healthcare of Illinois, Inc.	IL	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	46-0598968				Molina Healthcare of Maryland, Inc.	MD	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	52630	38-3341599				Molina Healthcare of Michigan, Inc.	MI	RE	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	26-4390042				Molina Healthcare of Mississippi, Inc.	MS	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	95739	85-0408506				Molina Healthcare of New Mexico, Inc.	NM	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	47-3580625				Molina Healthcare of New York, Inc.	NY	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	46-4148278				Molina Healthcare of North Carolina, Inc.	NC	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	12334	20-0750134				Molina Healthcare of Ohio, Inc.	OH	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	15600	66-0817946				Molina Healthcare of Puerto Rico, Inc.	PR	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	15329	46-2992125				Molina Healthcare of South Carolina, Inc.	SC	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	10757	20-1494502				Molina Healthcare of Texas, Inc.	TX	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	13778	27-0522725				Molina Healthcare of Texas Insurance Company	TX	IA	Molina Healthcare of Texas, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	95502	33-0617992				Molina Healthcare of Utah, Inc.	UT	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	26-1769086				Molina Healthcare of Virginia, Inc.	VA	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	96270	91-1284790				Molina Healthcare of Washington, Inc.	WA	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	12007	20-0813104				Molina Healthcare of Wisconsin, Inc.	WI	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	00-0000000				Molina Health Plan Management, Inc.	NY	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	46-2821516				Molina Hospital Management, Inc.	CA	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	27-1510177				Molina Information Systems, LLC (dba Molina Medicaid Solutions)	CA	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	37-1652282				Molina Medical Management, Inc.	CA	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	45-2854547				Molina Pathways, LLC	DE	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	47-2296708				Molina Pathways of Texas, Inc.	TX	NIA	Molina Pathways, LLC	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	47-2308753				Molina Personal Care of Texas, Inc.	TX	NIA	Molina Pathways, LLC	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	47-2373467				Molina Personal Care of South Carolina, Inc.	SC	NIA	Molina Pathways, LLC	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	46-5098489				Molina Youth Academy	CA	NIA	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:

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

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	62,408,480	31,737,053
2. Cost of bonds and stocks acquired	24,569,452	64,057,215
3. Accrual of discount		
4. Unrealized valuation increase (decrease)	317	(317)
5. Total gain (loss) on disposals	1,040	9,435
6. Deduct consideration for bonds and stocks disposed of	19,997,017	32,529,781
7. Deduct amortization of premium	223,817	865,125
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)	66,758,454	62,408,480
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	66,758,454	62,408,480

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	217,388,199	427,109,157	384,739,686	(3,496,958)	256,260,713			217,388,199
2. NAIC 2 (a)	8,086,098	4,586,251	3,700,000	3,210,410	12,182,759			8,086,098
3. NAIC 3 (a)		240,000			240,000			
4. NAIC 4 (a)	239,683	240,000		317	480,000			239,683
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	225,713,980	432,175,409	388,439,686	(286,231)	269,163,472	0	0	225,713,980
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	225,713,980	432,175,409	388,439,686	(286,231)	269,163,472	0	0	225,713,980

(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	202,405,017	XXX	202,456,897	27,148	47,770

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	163,305,500	138,002,616
2. Cost of short-term investments acquired	407,605,956	1,271,459,166
3. Accrual of discount	26,656	109,145
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	368,443,709	1,245,372,210
7. Deduct amortization of premium	89,386	893,216
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)	202,405,017	163,305,500
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	202,405,017	163,305,500

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		9,758,850
3. Accrual of discount		1,150
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		9,760,000
7. Deduct amortization of premium		
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 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 Designatino or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment									
898365 AC 5	TRUSTEES BOSTON CLG		01/06/2015	OPPENHEIMER & CO. INC.		277,456	275,000	71	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						277,456	275,000	71	XXX
Bonds - Industrial and Miscellaneous									
03523T AV 0	ANHEUSER-BUSCH INBEV WOR	R	02/06/2015	OPPENHEIMER & CO. INC.		1,141,540	1,000,000	16,111	1FE
05253J AB 7	AUST & NZ BANKING GRP NY	R	02/06/2015	UBS		3,515,995	3,500,000	88	1FE
05579H AA 0	BNZ INTL FUNDING/LONDON	R	03/25/2015	UBS		2,015,800	2,000,000	3,589	1FE
05967E 2U 2	Banco Popular de Puerto Rico		01/13/2015	UBS		240,000	240,000		4FE
060505 DH 4	BANK OF AMERICA CORP		01/14/2015	OPPENHEIMER & CO. INC.		1,110,800	1,000,000	23,167	1FE
06050T LY 6	BANK OF AMERICA NA		03/26/2015	UBS		2,004,640	2,000,000	458	1FE
063248 FB 9	Bank Leumi USA	R	03/23/2015	UBS		240,000	240,000	9	1
11373Q AQ 1	Brookline Bank		01/13/2015	UBS		240,000	240,000		1
2027A0 FR 5	COMMONWEALTH BANK AUST	R	03/16/2015	UBS		4,622,580	4,500,000	2,438	1FE
30246A DN 5	F&M Bank		01/13/2015	UBS		240,000	240,000		1
320637 AD 3	First Ipswich Bancorp		01/13/2015	UBS		240,000	240,000		1
33583C MA 4	First Niagara Bank, National Association		01/13/2015	UBS		240,000	240,000	3	3FE
36962G U6 9	GENERAL ELEC CAP CORP		01/02/2015	UBS		1,045,340	1,000,000		1FE
50076Q AX 4	KRAFT FOODS GROUP INC		03/04/2015	OPPENHEIMER & CO. INC.		1,439,961	1,264,000	3,441	2FE
52730J BL 9	Level One Bank		01/13/2015	UBS		240,000	240,000		1
56035B AR 7	Main Street Bank		01/29/2015	UBS		240,000	240,000		1
581557 BD 6	MCKESSON CORP		02/06/2015	OPPENHEIMER & CO. INC.		2,033,260	2,000,000	18,526	2FE
59156R AU 2	METLIFE INC		01/06/2015	OPPENHEIMER & CO. INC.		649,050	600,000	4,163	1FE
66612A AK 4	Northfield Bank		01/13/2015	UBS		240,000	240,000		1
69911Q 4K 8	Paragon Commercial Bank		01/13/2015	UBS		240,000	240,000		1
76030R CY 8	Republic Bank, Inc.		01/29/2015	UBS		240,000	240,000		1
905200 BW 0	Union Bank & Trust Company		01/13/2015	UBS		240,000	240,000		1
909552 AS 0	United Bank		01/29/2015	UBS		240,000	240,000		1
909557 EG 1	United Bankers' Bank		02/24/2015	UBS		240,000	240,000		1
917312 CM 0	USAmeriBank		01/13/2015	UBS		240,000	240,000		1
92553P AB 8	VIACOM INC		03/04/2015	OPPENHEIMER & CO. INC.		1,113,030	1,000,000	26,201	2FE
3899999. Total Bonds - Industrial and Miscellaneous						24,291,996	23,464,000	98,192	XXX
8399997. Total Bonds - Part 3						24,569,452	23,739,000	98,263	XXX
8399999. Total Bonds						24,569,452	23,739,000	98,263	XXX
9999999. Total Bonds, Preferred and Common Stocks						24,569,452	XXX	98,263	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 11	12	13	14	15	16	17	18	19	20	21	22
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																					
45462T CU 4	IN BD BK-9-PREREF		01/15/2015	Maturity		245,000	245,000	265,296	245,177		(177)		(177)		245,000			0	5,917	01/15/2015	1FE
45462T DG 4	IN BD BK-9-UNREF		01/15/2015	Maturity		755,000	755,000	817,544	755,546		(546)		(546)		755,000			0	18,233	01/15/2015	1FE
47770V AP 5	JOBSOHIO BEVERAGE-B		01/02/2015	Maturity		1,000,000	1,000,000	1,003,490	1,000,000				0		1,000,000			0	4,360	01/01/2015	1FE
645918 T2 9	NJ ST ECON DEV-SER OO		03/02/2015	Maturity		1,000,000	1,000,000	1,000,800	1,000,092		(92)		(92)		1,000,000			0	4,285	03/01/2015	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						3,000,000	3,000,000	3,087,130	3,000,816	0	(816)	0	(816)	0	3,000,000	0	0	0	32,795	XXX	XXX
Bonds - Industrial and Miscellaneous																					
023305 ES 0	Amboy Bank		03/06/2015	Maturity		240,000	240,000	240,000	240,000				0		240,000			0	718	03/06/2015	1
06424Q BV 8	The Bank of Missouri		03/06/2015	Maturity		240,000	240,000	240,000	240,000				0		240,000			0	148	03/06/2015	1
06741J S2 6	BARCLAYS BANK PLC	R	02/23/2015	Maturity		1,500,000	1,500,000	1,536,960	1,504,847		(4,847)		(4,847)		1,500,000			0	20,625	02/23/2015	1FE
172967 GW 5	CITIGROUP INC.		03/18/2015	TENDER/PURCHASE OFFER		1,717,017	1,700,000	1,721,573	1,718,423		(2,446)		(2,446)		1,715,977		1,040	1,040	18,705	07/25/2016	1FE
193296 A6 7	Cole Taylor Bank		02/27/2015	Maturity		240,000	240,000	240,000	240,000				0		240,000			0	598	02/27/2015	1
20033A EP 7	Comenity Capital Bank		03/03/2015	Maturity		240,000	240,000	240,000	240,000				0		240,000			0	148	03/03/2015	1
22546Q AE 7	CREDIT SUISSE NEW YORK	R	03/23/2015	Maturity		3,000,000	3,000,000	3,092,460	3,020,767		(20,767)		(20,767)		3,000,000			0	52,500	03/23/2015	1FE
23204H AM 0	Customers Bank		01/22/2015	Maturity		240,000	240,000	240,000	240,000				0		240,000			0	840	01/22/2015	1
2515A0 U7 6	DEUTSCHE BANK AG LONDON	R	03/30/2015	Maturity		1,200,000	1,200,000	1,238,256	1,208,730		(8,730)		(8,730)		1,200,000			0	20,700	03/30/2015	1FE
31677A AA 2	FIFTH THIRD BANK		02/02/2015	Maturity		3,000,000	3,000,000	3,133,530	3,010,841		(10,841)		(10,841)		3,000,000			0	71,250	02/01/2015	2FE
33648F JP 1	The First State Bank		03/11/2015	Maturity		240,000	240,000	240,000	240,000				0		240,000			0	148	03/11/2015	1
370334 BF 0	GENERAL MILLS INC.		03/17/2015	Maturity		700,000	700,000	734,146	706,873		(6,873)		(6,873)		700,000			0	18,200	03/17/2015	2FE
45383U PG 4	Independent Bank		02/27/2015	Maturity		240,000	240,000	240,000	240,000				0		240,000			0	80	02/27/2015	1
60688M FV 1	Mizuho Bank (usa)	R	03/05/2015	Maturity		240,000	240,000	240,000	240,000				0		240,000			0	720	03/05/2015	1
70335X EE 2	Patriot Bank		02/27/2015	Maturity		240,000	240,000	240,000	240,000				0		240,000			0	100	02/27/2015	1
723451 AR 1	Pinnacle Bank		01/16/2015	Maturity		240,000	240,000	240,000	240,000				0		240,000			0	51	01/16/2015	1
76030R CR 3	Republic Bank, Inc.		01/16/2015	Maturity		240,000	240,000	240,000	240,000				0		240,000			0	49	01/16/2015	1
92834K AK 0	VIST BK WYOMISSING PA		01/21/2015	Redemption		240,000	240,000	240,000	240,000				0		240,000			0	51	01/21/2015	1
92976G AD 3	WACHOVIA BANK NA		02/02/2015	Maturity		3,000,000	3,000,000	3,133,080	3,011,284		(11,284)		(11,284)		3,000,000			0	73,125	02/01/2015	1FE
3899999. Total Bonds - Industrial and Miscellaneous						16,997,017	16,980,000	17,470,005	17,061,766	0	(65,789)	0	(65,789)	0	16,995,977	0	1,040	1,040	278,757	XXX	XXX
8399997. Total Bonds - Part 4						19,997,017	19,980,000	20,557,135	20,062,582	0	(66,605)	0	(66,605)	0	19,995,977	0	1,040	1,040	311,552	XXX	XXX
8399999. Total Bonds						19,997,017	19,980,000	20,557,135	20,062,582	0	(66,605)	0	(66,605)	0	19,995,977	0	1,040	1,040	311,552	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks						19,997,017	XXX	20,557,135	20,062,582	0	(66,605)	0	(66,605)	0	19,995,977	0	1,040	1,040	311,552	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 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									
JP Morgan Chase	Detroit, Michigan					25,779,089	28,044,015	11,524,160	XXX
JP Morgan Chase	Detroit, Michigan					(3,897)	(370)	(189)	XXX
JP Morgan Chase	San Antonio, Texas					205,767	309,637	448,330	XXX
JP Morgan Chase	San Antonio, Texas					190	207	207	XXX
US Bank	St. Paul, MI					(12,332,208)	(11,577,521)	(10,569,034)	XXX
US Bank	St. Paul, MI					(646,305)	(565,513)	(10,211,582)	XXX
Bank of America	Tampa, Florida					6,311	6,286	6,261	XXX
The Citizens State Bank	Palmerton, PA		0.431	237	26	240,000	240,000	240,000	XXX
0199998. Deposits in.....34 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories		XXX	XXX	1,432	4,504	10,200,876	10,681,056	7,920,005	XXX
0199999. Total Open Depositories		XXX	XXX	1,669	4,530	23,449,823	27,137,797	(641,842)	XXX
0399999. Total Cash on Deposit		XXX	XXX	1,669	4,530	23,449,823	27,137,797	(641,842)	XXX
0499999. Cash in Company's Office		XXX	XXX	XXX	XXX	1,000	1,000	1,000	XXX
0599999. Total Cash		XXX	XXX	1,669	4,530	23,450,823	27,138,797	(640,842)	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