



QUARTERLY STATEMENT

AS OF JUNE 30, 2013
OF THE CONDITION AND AFFAIRS OF THE

AmeriHealth District of Columbia, Inc.

NAIC Group Code 00936 (Current Period), (Prior Period) NAIC Company Code 15088 Employer's ID Number 46-1480203

Organized under the Laws of District of Columbia, State of Domicile or Port of Entry District of Columbia

Country of Domicile United States

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

Incorporated/Organized 11/30/2012 Commenced Business 03/18/2013

Statutory Home Office 1120 Vermont Avenue Suite 200, Washington, DC, US 20005
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 200 Stevens Drive, Philadelphia, PA, US 19113 215-937-8000
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 1120 Vermont Avenue Suite 200, Washington, DC, US 20005
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 200 Stevens Drive, Philadelphia, PA, US 19113 215-937-8000
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.amerihealthdc.com

Statutory Statement Contact Colleen Jeanette McCabe 215-863-5582
(Name) (Area Code) (Telephone Number) (Extension)

cmccabe@amerihealthcaritas.com 215-937-5349
(E-mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>Jay Feldstein D.O. #</u>	<u>President</u>	<u>Robert Howard Gilman Esquire #</u>	<u>Vice President and Secretary</u>
<u>Steven Harvey Bohner #</u>	<u>Vice President and Treasurer</u>		

OTHER OFFICERS

<u>Todd Adam Borow #</u>	<u>Assistant Secretary</u>		
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DIRECTORS OR TRUSTEES

<u>Anne Maureen Morrissey #</u>			
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State of Pennsylvania

County of Delaware

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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.

Jay Feldstein D.O.
President

Robert Howard Gilman Esquire
Vice President and Secretary

Steven Harvey Bohner
Vice President and Treasurer

Subscribed and sworn to before me this
 day of August, 2013

Joyce H. Kissinger, Notary Public
May 6, 2016

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

STATEMENT AS OF JUNE 30, 2013 OF THE AmeriHealth District of Columbia, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds			0	0
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$74,980,314), cash equivalents (\$0) and short-term investments (\$0)	74,980,314		74,980,314	0
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	74,980,314	0	74,980,314	0
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued			0	0
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	7,898,052		7,898,052	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	129,825	94,855	34,970	0
21. Furniture and equipment, including health care delivery assets (\$)	357,262	357,262	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$) and other amounts receivable	2,611,357	2,611,357	0	0
25. Aggregate write-ins for other than invested assets	5,029,016	5,029,016	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	91,005,826	8,092,490	82,913,336	0
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	91,005,826	8,092,490	82,913,336	0
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Security Deposit on Leased Office Space	343,728	343,728	0	
2502. Prepaid Expenses	114,576	114,576	0	
2503. Intangible Assets	4,570,712	4,570,712	0	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	5,029,016	5,029,016	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	44,827,519		44,827,519	0
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses			0	0
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	506,444		506,444	0
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	9,676,715		9,676,715	0
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	1,295,228	0	1,295,228	0
24. Total liabilities (Lines 1 to 23).....	56,305,906	0	56,305,906	0
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	0	0
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	36,500,000	0
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(9,892,570)	0
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	26,607,430	0
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	82,913,336	0
DETAILS OF WRITE-INS				
2301. Premium Assessment.....	1,295,228		1,295,228	
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	1,295,228	0	1,295,228	0
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	195,881	0	0
2. Net premium income (including \$ non-health premium income).....	XXX	64,761,406	0	0
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	64,761,406	0	0
Hospital and Medical:				
9. Hospital/medical benefits		46,381,034	0	0
10. Other professional services		3,241,566	0	0
11. Outside referrals		0	0	0
12. Emergency room and out-of-area		916,327	0	0
13. Prescription drugs		4,955,332	0	0
14. Aggregate write-ins for other hospital and medical.....	0	113,005	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15)	0	55,607,264	0	0
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	55,607,264	0	0
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 175,538 cost containment expenses.....		722,295	0	0
21. General administrative expenses.....		10,231,927	0	0
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	66,561,486	0	0
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(1,800,080)	0	0
25. Net investment income earned			0	0
26. Net realized capital gains (losses) less capital gains tax of \$			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	0	0	0
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(1,800,080)	0	0
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	(1,800,080)	0	0
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401. Durable Medical Equipment.....		113,005		
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	113,005	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	0	0	0
34. Net income or (loss) from Line 32	(1,800,080)	0	0
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(8,092,490)	0	0
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in	36,500,000	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	26,607,430	0	0
49. Capital and surplus end of reporting period (Line 33 plus 48)	26,607,430	0	0
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 through 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.....	56,863,354	0	0
2. Net investment income	0	0	0
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	56,863,354	0	0
5. Benefit and loss related payments	13,391,102	0	0
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	10,442,511	0	0
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	23,833,613	0	0
11. Net cash from operations (Line 4 minus Line 10)	33,029,741	0	0
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	0	0	0
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	0
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0	0
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	0	0
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	36,500,000	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	5,450,573	0	0
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	41,950,573	0	0
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	74,980,314	0	0
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	0	0	0
19.2 End of period (Line 18 plus Line 19.1)	74,980,314	0	0

STATEMENT AS OF JUNE 30, 2013 OF THE AmeriHealth District of Columbia, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
2. First Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
3. Second Quarter	99,881	.0	.0	.0	.0	.0	.0	.0	99,881	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	195,881								195,881	
Total Member Ambulatory Encounters for Period:										
7. Physician	5,121								5,121	
8. Non-Physician	9								9	
9. Total	5,130	0	0	0	0	0	0	0	5,130	0
10. Hospital Patient Days Incurred	2,916								2,916	
11. Number of Inpatient Admissions	883								883	
12. Health Premiums Written (a).....	64,761,406								64,761,406	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	64,761,406								64,761,406	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	10,779,745								10,779,745	
18. Amount Incurred for Provision of Health Care Services	55,607,264								55,607,264	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 0

STATEMENT AS OF JUNE 30, 2013 OF THE AmeriHealth District of Columbia, Inc.

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 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					.0	.0
2. Medicare Supplement .....					.0	.0
3. Dental only .....					.0	.0
4. Vision only .....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare .....					.0	.0
7. Title XIX - Medicaid		13,391,103		44,827,519	.0	.0
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	0	13,391,103	0	44,827,519	.0	.0
10. Health care receivables (a)		2,611,358			.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts0	.0
13. Totals (Lines 9-10+11+12)	0	10,779,745	0	44,827,519	0	0

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

AmeriHealth District of Columbia, Inc. (the Company) was incorporated on November 30, 2012 in the District of Columbia for the purpose of providing prepaid care to Medicaid enrollees in the District of Columbia. On May 1, 2013, the Company acquired certain tangible and intangible assets from DC Chartered Health Plan and assumed responsibility for medical coverage of the acquired Medicaid population on that date. The Company operates under a license issued by the Government of the District of Columbia Department of Insurance, Securities and Banking (DISB). The Company is currently finalizing a new contract with the DC Healthcare Alliance (DCHA) including expanded enrollment, which is effective July 1, 2013. The Company's contract with the DCHA relating to the Medicaid managed care program expires on June 30, 2014, and includes four one-year options to renew through June 30, 2018.

A. Accounting Practices

The Company prepares its statutory financial statements in accordance with the accounting practices prescribed or permitted by the DISB. The DISB recognizes only statutory accounting practices prescribed or permitted by the District of Columbia for determining and reporting the financial condition and results of operations of an insurance company, and for determining its solvency under the District of Columbia Insurance Code. 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 District of Columbia.

Currently, "prescribed" statutory accounting practices are interspersed throughout the state insurance laws and regulations, NAIC SAP, and a variety of other NAIC publications. "Permitted" statutory accounting practices encompass all accounting practices that are not prescribed but are permitted by the domicile state department of insurance; such practices may differ from state to state, may differ from company to company within a state, and may change in the future.

The Company's net loss and capital and surplus as stated on a NAIC SAP basis and on the basis of practices prescribed or permitted by the District of Columbia are the same at June 30, 2013.

A reconciliation of the Company's net loss and capital and surplus between the NAIC SAP and practices prescribed by the District of Columbia is shown below.

	State of Domicile	20 13	20 12
<u>NET INCOME</u>			
(1) Amerihealth District of Columbia, Inc. state basis (Page 4, Line 32, Columns 2 & 3)	District of Columbia	\$ (1,800,080)	\$ _____
(2) State Prescribed Practices that increase/ (decrease) NAICSAP: e.g., Depreciation of fixed assets	_____	_____	_____
(3) State Permitted Practices that increase/ (decrease) NAICSAP: e.g., Depreciation, home office property	_____	_____	_____
(4) NAICSAP(1-2-3=4)	District of Columbia	\$ (1,800,080)	\$ <u>0</u>
<u>SURPLUS</u>			
(5) Amerihealth District of Columbia, Inc. state basis (Page 3, Line 33, Columns 3 & 4)	District of Columbia	\$ 26,607,430	\$ _____
(6) State Prescribed Practices that increase/ (decrease) NAICSAP: e.g., Goodwill, net ; e.g., Fixed Assets, net	_____	_____	_____
(7) State Permitted Practices that increase/ (decrease) NAICSAP: e.g., Home Office Property	_____	_____	_____
(8) NAICSAP(5-6-7=8)	District of Columbia	\$ 26,607,430	\$ <u>0</u>

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of statutory financial statements in conformity with accounting practices prescribed or permitted by the DISB requires management to make estimates and assumptions that affect the amounts reported in the statutory financial statements and accompanying notes. Some of the more significant estimates include accrued medical expenses and premiums receivable. Actual results could differ from those estimates.

C. Accounting Policy

The Company uses the following accounting policies:

Cash and Cash Equivalents

Cash and cash equivalents consist of all highly liquid investments with an original maturity of three months or less.

Restricted Cash

The Company holds restricted cash in the amount of \$300,000 at June 30, 2013 pursuant to District of Columbia Code 31-3412, which requires an entity to deposit with the Commissioner or, at the discretion of the Commissioner, with any organization or trustee acceptable to the Commissioner through which a custodial or controlled account is utilized, cash, securities, or any combination of these or other measures that are acceptable to the Commissioner.

Fixed Assets

Furniture and leasehold improvements are designated as nonadmitted assets and are charged directly to capital and surplus. Electronic Data Processing (EDP) equipment exceeding three percent of statutory capital and surplus for the most recently filed statement with the DISB (adjusted to exclude EDP equipment and deferred taxes) are designated as

NOTES TO FINANCIAL STATEMENTS

nonadmitted assets and are charged directly to surplus. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets, which ranges from three to seven years. Leasehold improvements are amortized on a straight-line basis over the shorter of the lease or estimated useful life of the asset. Maintenance and repairs are charged to operations when incurred.

Premium Revenue

The Company records premiums revenue based upon membership records and premium rates for each membership category. Premiums are recognized as revenue in the period in which the Company is obligated to provide services to the members. The Company receives additional premiums revenue to address specific medical needs of certain plan members. This premium revenue includes amounts based on the level of medical costs incurred, historical trends, and other relevant information.

DCHA makes monthly payments to the Company based on contract rates. To extent these premium payments differ from recorded revenue, the amount of the difference is recorded as either premiums receivable or unearned premium revenue until such time that the differences are resolved.

Accrued Medical Expenses/Unpaid Claim Adjustment Expenses

Accrued medical expenses include medical expenses billed and not paid and an estimate for costs incurred but not reported, which is actuarially determined. In addition, unpaid claims adjustment expenses are accrued based upon an estimate of the costs to process these claims. To estimate the required claims incurred but not reported reserves, the Company uses the triangulation method. The method of triangulation makes estimates of completion factors, which then are applied to the total paid claims net of coordination of benefits to date for each incurred month. This provides an estimate of the total projected incurred claim and total amount outstanding or claims incurred but not reported. Consideration is also given to changes in turnaround time and claims processing, which may impact completion factors.

For dates of service where there is insufficient paid claim data to rely solely on the completion factor method, the Company examines cost and utilization trends as well as plan changes, provider contracts, membership changes, and historical seasonal patterns to estimate the reserve required for those months. While the Company believes the accrual for medical expenses is adequate, actual results could differ from such estimates.

Provider Contracting

The Company contracts with various healthcare providers in the Government of the District of Columbia to provide medical services. The Company is dependent upon provider relationships in order to service its members.

Premium Assessment

District of Columbia health maintenance organizations (HMOs) are assessed a 2.0% state tax on the premium revenues received from DCHA. The premium revenues paid to HMOs are increased to account for the cost of the tax. Taxes incurred under this program amounted to \$1,295,228 for the period ended June 30, 2013, and are recorded as a general administrative expense on the 2013 statutory statement of revenue and expenses.

2. Accounting Changes and Corrections of Errors

None

3. Business Combinations and Goodwill

None

4. Discontinued Operations

None

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

None

B. Debt Restructuring

None

C. Reverse Mortgages

None

D. Loan-Backed Securities

1. Loan Back Securities.

None

2. Recognized Other-Than-Temporary Impairment

None

3. Present Value of Cash Flows

None

4. All impaired securities (fair value is less than cost or amortized cost) for which an other-than –temporary impairment has not been recognized.

None

E. Repurchase Agreements

NOTES TO FINANCIAL STATEMENTS

None

F. Real Estate

None

6. Joint Ventures, Partnerships and Limited Liability Companies

None

7. Investment Income

None

8. Derivative Instruments

None

9. Income Taxes

The Company is a District of Columbia Insurance Company that is subject to state and federal income tax. Deferred income tax assets and liabilities represent the expected future federal tax consequences of temporary differences generated by statutory accounting. Deferred income tax assets and liabilities are computed by means of identifying temporary differences, which are measured using a balance sheet approach whereby statutory and tax-basis balance sheets are compared.

Changes in deferred tax assets and liabilities are recognized as a separate component of changes in capital and surplus except to the extent allocated changes in unrealized gains and losses. Changes in deferred tax assets and liabilities allocated to unrealized gains and losses are netted against the related changes in unrealized gains and losses and are also reported as a separate component of the change in capital and surplus.

In November 2011, the NAIC issued Statement of Statutory Accounting Principles (SSAP) No. 101, *Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10*. This statement establishes statutory accounting principles for current and deferred federal and foreign income taxes and current state income taxes. This statement supersedes SSAP No. 10, *Income Taxes* and SSAP No. 10R, *Income Taxes, A Temporary Replacement of SSAP No. 10*, which expired on December 31, 2011. SSAP No. 101 has: 1) restricted the ability to use the 3 years/15 percent of surplus admission rule to those reporting entities that meet the modified Risk Based Capital ratio threshold, 2) changed the recognition threshold for recording tax contingency reserves from a probable liability standard to a more-likely-than-not liability standard, 3) required the disclosure of tax planning strategies that relate to reinsurance, and 4) required consideration of reversal patterns of DTAs and DTLs in determining the extent to which DTLs could offset DTAs on the statutory balance sheet. SSAP No. 101 became authoritative guidance for accounting and reporting of income taxes for statutory financial statements beginning January 1, 2012.

The components of the net deferred tax asset/(liability) at June 30, 2013 and December 31, 2012 are as follows:

NOTES TO FINANCIAL STATEMENTS

		<u>6/30/2013</u>		
		<u>(1)</u>	<u>(2)</u>	<u>(3)</u>
		<u>Ordinary</u>	<u>Capital</u>	<u>(Col 1+2) Total</u>
Admission Calculation Components SSAP No. 101				
(a)	Federal Income Taxes Paid In Prior Years Recoverable Through Loss Carrybacks \$			
(b)	Adjusted Gross Deferred Tax Assets Expected To Be Realized (Excluding The Amount Of Deferred Tax Assets From 2(a) above) After Application of the Threshold Limitation. (The Lesser of 2(b)1 and 2(b)2 Below)			-
	Adjusted Gross Deferred Tax Assets Expected to be Realized Following the			
1	Balance Sheet Date			-
2	Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold			3,985,869
(c)	Adjusted Gross Deferred Tax Assets (Excluding The Amount Of Deferred Tax Assets From 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities			
(d)	Deferred Tax Assets Admitted as the result of application of SSAP No. 101.			
(d)	Total (2(a) + 2(b) + 2(c))	\$ -		-

		<u>12/31/2012</u>		
		<u>(4)</u>	<u>(5)</u>	<u>(6)</u>
		<u>Ordinary</u>	<u>Capital</u>	<u>(Col 4+5) Total</u>
Admission Calculation Components SSAP No. 101				
(a)	Federal Income Taxes Paid In Prior Years Recoverable Through Loss Carrybacks \$			
(b)	Adjusted Gross Deferred Tax Assets Expected To Be Realized (Excluding The Amount Of Deferred Tax Assets From 2(a) above) After Application of the Threshold Limitation. (The Lesser of 2(b)1 and 2(b)2 Below)			-
	Adjusted Gross Deferred Tax Assets Expected to be Realized Following the			
1	Balance Sheet Date			-
2	Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold			3,985,869
(c)	Adjusted Gross Deferred Tax Assets (Excluding The Amount Of Deferred Tax Assets From 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities			
(d)	Deferred Tax Assets Admitted as the result of application of SSAP No. 101.			
(d)	Total (2(a) + 2(b) + 2(c))	\$ -	-	-

		<u>Change</u>		
		<u>(7)</u>	<u>(8)</u>	<u>(9)</u>
		<u>Ordinary</u>	<u>Capital</u>	<u>(Col 7+8) Total</u>
Admission Calculation Components SSAP No. 101				
(a)	Federal Income Taxes Paid In Prior Years Recoverable Through Loss Carrybacks \$	-		
(b)	Adjusted Gross Deferred Tax Assets Expected To Be Realized (Excluding The Amount Of Deferred Tax Assets From 2(a) above) After Application of the Threshold Limitation. (The Lesser of 2(b)1 and 2(b)2 Below)	-		-
	Adjusted Gross Deferred Tax Assets Expected to be Realized Following the			
1	Balance Sheet Date	-		-
2	Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold			3,985,869
(c)	Adjusted Gross Deferred Tax Assets (Excluding The Amount Of Deferred Tax Assets From 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities			
(d)	Deferred Tax Assets Admitted as the result of application of SSAP No. 101.			
(d)	Total (2(a) + 2(b) + 2(c))	\$ -	-	-

		<u>6/30/2013</u>		
		<u>(1)</u>	<u>(2)</u>	<u>(3)</u>
		<u>Ordinary</u>	<u>Capital</u>	<u>(Col 1+2)</u>
		<u>Percent</u>	<u>Percent</u>	<u>Total</u>
		<u>Percent</u>	<u>Percent</u>	<u>Percent</u>
Impact of Tax Planning Strategies				
Adjusted Gross DTAs (% of Total Adjusted				
(a)	Gross DTAs)	\$ -	-	-
(b)	Net Admitted Adjusted Gross DTAs (% of Total			
(b)	Net Admitted Adjusted Gross DTAs)	-	-	-

		<u>12/31/2012</u>		
		<u>(4)</u>	<u>(5)</u>	<u>(6)</u>
		<u>Ordinary</u>	<u>Capital</u>	<u>(Col 7+8)</u>
		<u>Percent</u>	<u>Percent</u>	<u>Total</u>
		<u>Percent</u>	<u>Percent</u>	<u>Percent</u>
Adjusted Gross DTAs (% of Total Adjusted				
(a)	Gross DTAs)	\$ -	-	-
(b)	Net Admitted Adjusted Gross DTAs (% of Total			
(b)	Net Admitted Adjusted Gross DTAs)	-	-	-

		<u>Change</u>		
		<u>(7)</u>	<u>(8)</u>	<u>(9)</u>
		<u>(Col 1-4)</u>	<u>(Col 2-5)</u>	<u>(Col 7+8)</u>
		<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
		<u>Percent</u>	<u>Percent</u>	<u>Percent</u>
Adjusted Gross DTAs (% of Total Adjusted				
(a)	Gross DTAs)	\$ -	-	-
(b)	Net Admitted Adjusted Gross DTAs (% of Total			
(b)	Net Admitted Adjusted Gross DTAs)	-	-	-

(c) Does the company's tax-planning strategies include the use of reinsurance? Yes No X

NOTES TO FINANCIAL STATEMENTS

Current income taxes incurred consist of the following major components:

NOTES TO FINANCIAL STATEMENTS

	(1) 6/30/2013	(2) 12/31/2012	(3) (Col 1-2) Change
Current Income Tax:			
(a) Federal	\$ -	-	-
(b) Foreign	-	-	-
(c) Subtotal	-	-	-
(d) Federal income tax on net capital gains	-	-	-
(e) Utilization of capital loss carry-forwards	-	-	-
(f) Other	-	-	-
(g) Federal and foreign income taxes incurred	\$ -	-	-
Deferred Tax Assets:			
(a) Ordinary:			
(1) Discounting of unpaid losses	\$ 161,985	-	161,985
(2) Unearned premium reserve	-	-	-
(3) Policyholder reserves	-	-	-
(4) Investments	-	-	-
(5) Deferred acquisition costs	49,496	-	49,496
(6) Policyholder dividends accrual	-	-	-
(7) Fixed Assets	(1,662)	-	(1,662)
(8) Compensation and benefits accrual	-	-	-
(9) Pension accrual	-	-	-
(10) Receivables - nonadmitted	2,751,447	-	2,751,447
(11) Net operating loss carry-forward	371,554	-	371,554
(12) Tax credit carry-forward	-	-	-
(13) Other (including items <5% of total ordinary tax assets)	-	-	-
Subtotal	3,332,820	-	3,332,820
(b) Statutory valuation allowance adjustment	3,332,820	-	3,332,820
(c) Nonadmitted	-	-	-
(d) Admitted ordinary deferred tax assets (2a99 - 2b - 2c)	-	-	-
(e) Capital:			
(1) Investments	-	-	-
(2) Net capital loss carry-forward	-	-	-
(3) Real estate	-	-	-
(4) Other (including items <5% of total capital tax assets)	-	-	-
Subtotal	-	-	-
(f) Statutory valuation allowance adjustment	-	-	-
(g) Nonadmitted	-	-	-
(h) Admitted capital deferred tax assets (2e99 - 2f - 2g)	-	-	-
(i) Admitted deferred tax assets (2d + 2h)	-	-	-
Deferred Tax Liabilities			
(a) Ordinary:			
(1) Investments	-	-	-
(2) Fixed assets	-	-	-
(3) Deferred and uncollected premium	-	-	-
(4) Policyholder reserves	-	-	-
(5) Other (including items <5% of total ordinary tax assets)	-	-	-
Subtotal	-	-	-
(b) Capital:			
(1) Investments	-	-	-
(2) Real estate	-	-	-
(3) Other (including items <5% of total capital tax liabilities)	-	-	-
Subtotal	-	-	-
(c) Deferred tax liabilities (3a99 + 3b99)	-	-	-
Net deferred tax assets/liabilities (2i - 3c)	\$ -	-	-

10. Information Concerning Parent, Subsidiaries and Affiliates

The Company is a wholly-owned subsidiary of AmeriHealth Caritas Health Plan (ACHP) (formerly AmeriHealth Mercy Health Plan). ACHP is a Pennsylvania partnership formed to develop and operate managed care business for Medicaid enrollees. Effective May 1, 2013, The Company subcontracts the administrative portion of certain services, such as claims processing, to ACHP. ACHP subcontracts the majority of these services to AmeriHealth Caritas Services, LLC (ACS) (formerly AmeriHealth Mercy Services, LLC), an affiliated company through common ownership. Costs incurred related to these administrative services were \$2,760,939 for the period ended June 30, 2013, and are included in both administrative expenses and claims adjustment expenses on the 2013 statutory statement of revenues and expenses. Amounts due to ACHP were \$6,433,405 as of June 30, 2013, which includes amounts due for start-up costs incurred for the Medicaid program which commenced on May 1, 2013.

Effective May 1, 2013, the Company entered into a Staffing Services Agreement (Agreement) with ACS for an initial term of five years, with an automatic annual renewal thereafter unless terminated by either party pursuant to the Agreement. In connection with the Agreement, ACS furnishes to the Company employees necessary to carry out the business operations of the Company. Costs incurred related to the compensation and benefits for employees assigned under the agreement

NOTES TO FINANCIAL STATEMENTS

amounted to \$2,918,568 for the period ended June 30, 2013, and are included in general administrative expenses on the 2013 statutory statement of revenues and expenses. Amounts due to ACS were \$2,976,912 as of June 30, 2013.

Certain behavioral healthcare services are provided to the Company by Community Behavioral Healthcare Network of Pennsylvania, Inc. (CBHNP), a wholly owned subsidiary of ACHP. Costs incurred related to these services rendered by CBHNP were \$266,398 for the period ended June 30, 2013, and are included in both general administrative expenses and claims adjustment expenses on the 2013 statutory statement of revenues and expenses. Amounts due to CBHNP were \$266,398 as of June 30, 2013.

The Company received capital contributions in the amount of \$36,500,000 from ACHP during 2013.

11. Debt

None

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

None

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

Under applicable District of Columbia laws and regulations, the Company is required to have an initial net worth of \$1,500,000 and thereafter maintain a minimum net worth equal to the greater of: (a) \$1,000,000; (b) two percent of annual premium as reported on the most recent annual statement filed on the first one hundred fifty million dollars of premium revenue and one percent of annual premium revenue on the premium revenue in excess of one hundred fifty million dollars; (c) an amount equal to the sum of 3 months uncovered health care expenditures as reported on the most recently filed financial statement; or (d) an amount equal to the sum of: (i) eight percent of annual health care expenditures except those paid on a capitated basis or managed hospital payment basis as reported on the most recently filed financial statement; and (ii) four percent of annual hospital expenditures paid on a managed hospital payment basis as reported on the most recently filed financial statement.

The Company is also required by the District of Columbia to maintain a minimum regulatory deposit of \$300,000 as discussed in note 1(c). The Company is in compliance with these requirements as of June 30, 2013.

14. Contingencies

In the ordinary course of business, the Company is involved in and is subject to claims, contractual disputes with providers, and other uncertainties. In the opinion of management, the ultimate disposition of these matters will not have a material effect on the Company's financial condition or results of operations.

The Company is covered under the managed care errors and omissions policy maintained by ACHP for certain claims with an aggregate limit of \$40,000,000 as stated in the agreements. Professional liability coverage is on a claims-made basis and must be renewed or replaced with equivalent insurance if such claims incurred during its term but asserted after its expiration are to be insured.

15. Leases

Effective April 1, 2013, the Company executed an operating lease agreement for office space expiring on March 31, 2018. Under such lease agreement, the Company has the option to renew for one additional four year period. The Company is also responsible for real estate taxes, utilities, and all other expenses associated with the operation of its leased office facility.

Future minimum rental commitments under such noncancelable lease agreement as of June 1, 2013 are as follows:

2013					\$	687,456
2014						1,405,848
2015						1,448,023
2016						1,491,464
2017 - Thereafter						1,923,077
					\$	<u>6,955,868</u>

Rent expense for all lease agreements amounted to \$364,980 for the period ended June 30, 2013.

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

None

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

None

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

None

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

None

20. Fair Value Measurements

NOTES TO FINANCIAL STATEMENTS

SSAP No. 100, *Fair Value Measurements*, which defines fair value, sets out a framework for measuring fair value, and requires additional disclosures about fair value measurements. An asset's fair value is defined as the price at which the asset could be exchanged in an orderly transaction between market participants at the balance sheet date. A liability's fair value is defined as the amount that would be paid to transfer the liability to a market participant, not the amount that would be paid to settle the liability with the creditor.

The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to fair values determined using methodologies and models with significant unobservable inputs (Level 3). An asset's or liability's classification is based on the lowest level input that are both observable (Level 1 and 2) and unobservable (Level 3). The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted market prices for identical assets or liabilities in active markets. Market price data is generally obtained from a major exchange or dealer markets.

Level 2 – Input other than quoted market prices included in Level 1 that are observable for the asset through corroboration with market data at the measurable date. Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in nonactive markets, interest rates, and yield curves. An instrument is classified as Level 2 if the Company determines that unobservable inputs are insignificant.

Level 3 – Unobservable inputs that are supported by little or no market activity that reflect management's best estimate of what market participants would use in hypothetically pricing the asset at the measurement date.

The Company has no financial assets or financial liabilities that are required to be measured at fair value on a recurring basis.

The fair value of other financial assets, principally cash, premiums receivable, accrued medical expenses, unpaid claims adjustment expenses, accounts payable and accrued expenses, and due to affiliates approximate their carrying value at June 30, 2013 because of the short maturity of such items.

21. Other Items

A. Extraordinary Items

None

B. Troubled Debt Restructuring: Debtors

None

C. Other Disclosures

As discussed in note 1, on May 1, 2013, the Company executed an Asset Purchase Agreement (the Agreement) with DC Chartered Health Plan, whereby the Company acquired certain tangible and intangible assets in exchange for consideration of \$5,000,000. The Agreement included rights to the DCHA contract, assigned provider contracts, rights to phone numbers, specified trade names, intellectual property, books and records, and specified furniture and office equipment at the discretion of the buyer and other information used by the seller to operate the business. Assets excluded from the transaction included but were not limited to cash, cash equivalents, bank accounts and securities, contracts that were not assigned to the buyer, benefit plans, trusts and other related assets, and tax assets.

Intangible assets acquired under this Agreement in the amount of \$4,663,305 are amortized on a straight-line basis over the estimated useful life of each acquired intangible asset. Amortization expense relating to intangible assets charged to operations was \$92,593 for the period ended June 30, 2013. No impairment loss on intangible assets was recorded during the period ended June 30, 2013. The carrying value of intangible assets totaling \$4,570,712 at June 30, 2013 is reported as an aggregate write-in for other than invested assets on the 2013 statutory statement of admitted assets and has been non-admitted for statutory reporting purposes pursuant to SSAP No. 20, *Nonadmitted Assets*.

D. Uncollectible Balances

None

E. Business Interruption Insurance Recoveries

None

F. State Transferable Tax Credits

None

G. Aggregate amount of deposits admitted under Section 6603 of the Internal Revenue Service Code.

None

H. Hybrid Securities

None

I. Subprime Mortgage Related Risk Exposure

None

22. Events Subsequent

None

23. Reinsurance

None

NOTES TO FINANCIAL STATEMENTS

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

None

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of June 30, 2013 were \$44,827,519 for incurred claims. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements

None

27. Structured Settlements

None

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

None

B. Risk Sharing Receivables

None

29. Participating Policies

None

30. Premium Deficiency Reserve

None

31. Anticipated Salvage and Subrogation

None

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes No
- 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
- 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 No

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

- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes No

4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes No NA
If yes, attach an explanation.

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

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.

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).

6.4 By what department or departments?
.....

- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes No NA

- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes No NA

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

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

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

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes 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

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

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 No

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

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

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: \$

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

- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No

14.2 If yes, please complete the following:

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

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

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

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

- 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

- 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 []

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes [] No []
- 18.2 If no, list exceptions:
.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent.....	86.1 %
1.2 A&H cost containment percent	0.3 %
1.3 A&H expense percent excluding cost containment expenses.....	16.0 %
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 balance of the funds administered as of the reporting date.....	\$ _____

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 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)
NONE						

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

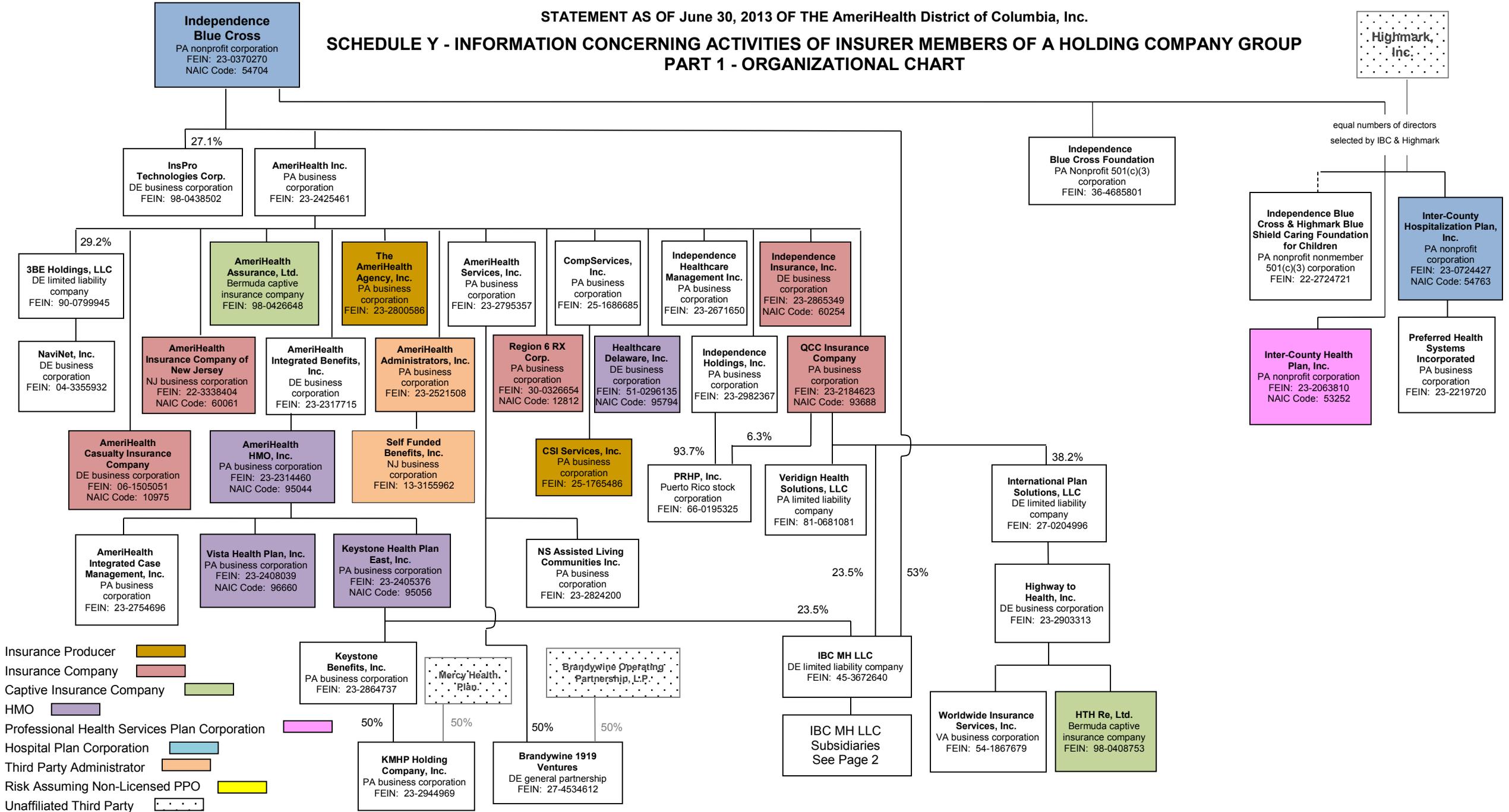
Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							8 Total Columns 2 Through 7	9 Deposit-Type Contracts
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums			
1. Alabama	AL								0	
2. Alaska	AK								0	
3. Arizona	AZ								0	
4. Arkansas	AR								0	
5. California	CA								0	
6. Colorado	CO								0	
7. Connecticut	CT								0	
8. Delaware	DE								0	
9. Dist. Columbia	DC	L		64,761,406					64,761,406	
10. Florida	FL								0	
11. Georgia	GA								0	
12. Hawaii	HI								0	
13. Idaho	ID								0	
14. Illinois	IL								0	
15. Indiana	IN								0	
16. Iowa	IA								0	
17. Kansas	KS								0	
18. Kentucky	KY								0	
19. Louisiana	LA								0	
20. Maine	ME								0	
21. Maryland	MD								0	
22. Massachusetts	MA								0	
23. Michigan	MI								0	
24. Minnesota	MN								0	
25. Mississippi	MS								0	
26. Missouri	MO								0	
27. Montana	MT								0	
28. Nebraska	NE								0	
29. Nevada	NV								0	
30. New Hampshire	NH								0	
31. New Jersey	NJ								0	
32. New Mexico	NM								0	
33. New York	NY								0	
34. North Carolina	NC								0	
35. North Dakota	ND								0	
36. Ohio	OH								0	
37. Oklahoma	OK								0	
38. Oregon	OR								0	
39. Pennsylvania	PA								0	
40. Rhode Island	RI								0	
41. South Carolina	SC								0	
42. South Dakota	SD								0	
43. Tennessee	TN								0	
44. Texas	TX								0	
45. Utah	UT								0	
46. Vermont	VT								0	
47. Virginia	VA								0	
48. Washington	WA								0	
49. West Virginia	WV								0	
50. Wisconsin	WI								0	
51. Wyoming	WY								0	
52. American Samoa	AS								0	
53. Guam	GU								0	
54. Puerto Rico	PR								0	
55. U.S. Virgin Islands	VI								0	
56. Northern Mariana Islands	MP								0	
57. Canada	CAN								0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	0	64,761,406	0	0	0	0	64,761,406	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 1	0	0	64,761,406	0	0	0	0	64,761,406	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

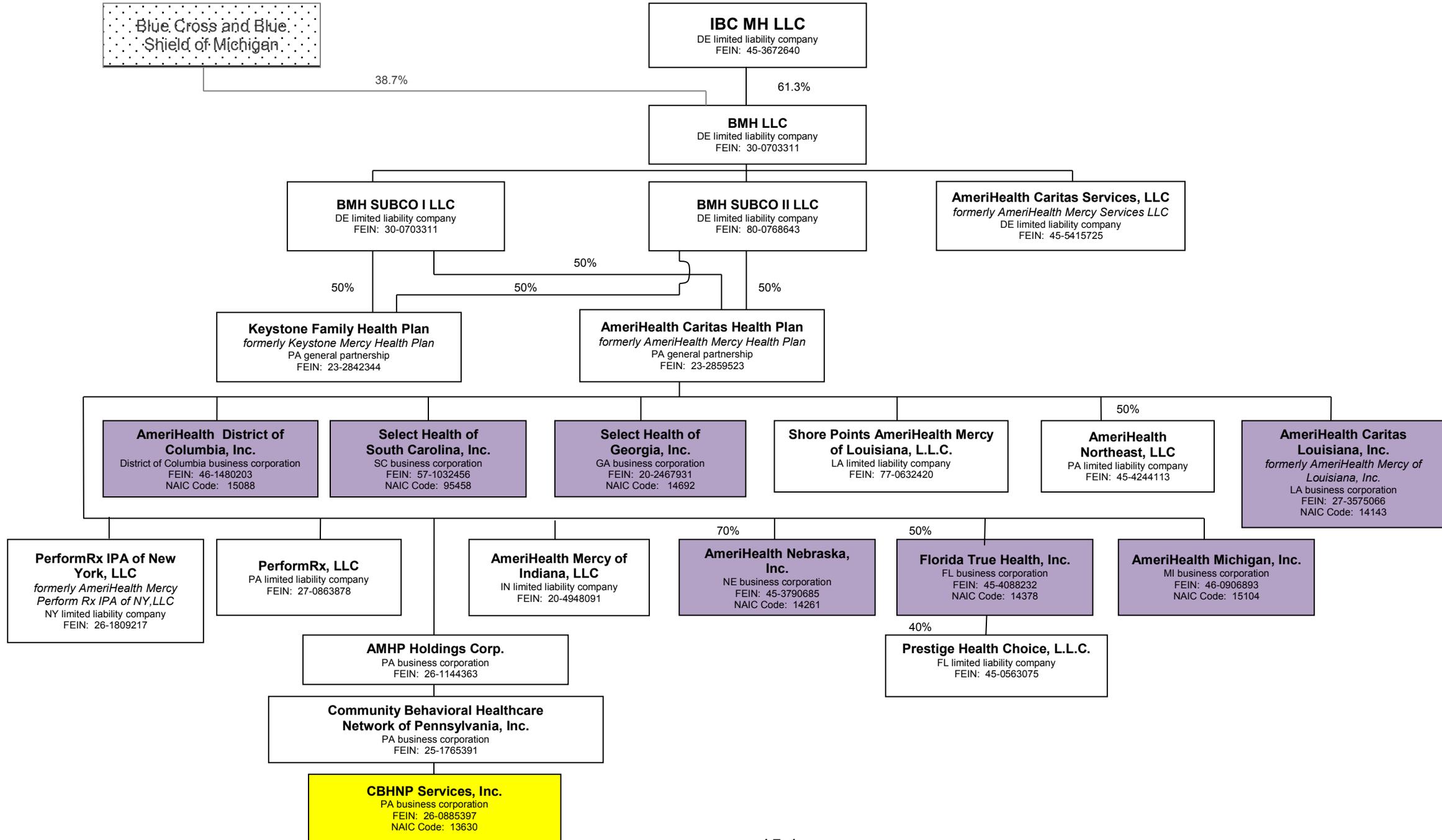
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

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

STATEMENT AS OF June 30, 2013 OF THE AmeriHealth District of Columbia, Inc.
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



STATEMENT AS OF JUNE 30, 2013 OF THE AmeriHealth District of Columbia, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00936	Independence Blue Cross	54704	23-0370270				Independence Blue Cross	PA	UIP					
00936	Independence Blue Cross	00000	45-3672640				IBC MH LLC (53%) (See BMH LLC on Page 16.1)	DE	UIP	Independence Blue Cross	Ownership	53.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	22-2724721				IBC/HBS Caring Foundation For Children (50%)	PA	OTH	Independence Blue Cross	Board	0.0	Independence Blue Cross	1
00936	Independence Blue Cross	00000	98-0438502				InsPro Technologies Corp (f/k/a Health Benefits Direct Corp.) (27.1%)	DE	NIA	Independence Blue Cross	Ownership	27.1	Independence Blue Cross	
00936	Independence Blue Cross	00000	36-4685801				Independence Blue Cross Foundation	PA	OTH	Independence Blue Cross	Board	0.0	Independence Blue Cross	1
00936	Independence Blue Cross	53252	23-2063810				Inter-County Health Plan, Inc. (50%)	PA	IA	Independence Blue Cross	Ownership	50.0	Independence Blue Cross	
00936	Independence Blue Cross	54763	23-0724427				Inter-County Hospitalization Plan, Inc. (50%)	PA	IA	Independence Blue Cross	Ownership	50.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2219720				Preferred Health Systems, Incorporated	PA	NIA	Inter-county Hospitalization Plan, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2425461				AmeriHealth, Inc.	PA	UIP	Independence Blue Cross	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2521508				AmeriHealth Administrators, Inc	PA	NIA	AmeriHealth, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	13-3155962				Self Funded Benefits, Inc	NJ	NIA	AmeriHealth Administrators, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	98-0426648				AmeriHealth Assurance, Ltd	BMU	NIA	AmeriHealth, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	10975	06-1505051				AmeriHealth Casualty Insurance Company	DE	IA	AmeriHealth, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	60061	22-3338404				AmeriHealth Insurance Company of New Jersey	NJ	IA	AmeriHealth, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	95794	51-0296135				Healthcare Delaware, Inc	DE	IA	AmeriHealth, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2671650				Independence Healthcare Management, Inc	PA	NIA	AmeriHealth, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	60254	23-2865349				Independence Insurance, Inc	DE	IA	AmeriHealth, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	90-0799945				3BE Holdings, LLC	DE	NIA	AmeriHealth, Inc	Ownership	29.2	Independence Blue Cross	
00936	Independence Blue Cross	00000	04-3355932				NaviNet	DE	NIA	3BE Holdings, LLC	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	12812	30-0326654				Region 6 Rx Corp	PA	IA	AmeriHealth, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2800586				The AmeriHealth Agency, Inc	PA	NIA	AmeriHealth, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	25-1686685				CompServices, Inc	PA	NIA	AmeriHealth, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	25-1765486				CSI Services, Inc	PA	NIA	CompServices, Inc	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2982367				Independence Holdings, Inc	PA	NIA	AmeriHealth, Inc	Ownership	100.0	Independence Blue Cross	

STATEMENT AS OF JUNE 30, 2013 OF THE AmeriHealth District of Columbia, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00936	Independence Blue Cross	00000	66-0195325				PRHP, Inc.	PR	NIA	Independence Holdings, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2795357				AmeriHealth Services, Inc.	PA	NIA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	27-4534612				Brandywine 1919 Ventures (50%) NS Assisted Living Communities, Inc.	DE	NIA	AmeriHealth Services, Inc.	Ownership	50.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2824200				NS Assisted Living Communities, Inc.	PA	NIA	AmeriHealth Services, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	93688	23-2184623				QCC Insurance Company IBC MH LLC (23.5%) (See BMH LLC on Page 16.1)	PA	IA	AmeriHealth, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	45-3672640				IBC MH LLC (23.5%) (See BMH LLC on Page 16.1)	DE	UIP	QCC Insurance Company	Ownership	23.5	Independence Blue Cross	
00936	Independence Blue Cross	00000	81-0681081				Veridign Health Solutions, LLC International Plan Solutions, LLC (38.2%)	PA	NIA	QCC Insurance Company	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	27-0204996				International Plan Solutions, LLC (38.2%)	DE	NIA	QCC Insurance Company International Plan Solutions, LLC	Ownership	38.2	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2903313				Highway to Health, Inc. Worldwide Insurance Services, Inc.	DE	NIA	Highway to Health, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	54-1867679				Worldwide Insurance Services, Inc.	VA	NIA	Highway to Health, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	98-0408753				HTH Re, Ltd. AmeriHealth Integrated Benefits, Inc.	BMU	NIA	Highway to Health, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2317715				AmeriHealth Integrated Benefits, Inc.	DE	NIA	AmeriHealth, Inc. AmeriHealth Integrated Benefits, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	95044	23-2314460				AmeriHealth HMO, Inc. AmeriHealth Integrated Case Management, Inc.	PA	IA	AmeriHealth HMO, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2754696				AmeriHealth HMO, Inc. AmeriHealth Integrated Case Management, Inc.	PA	NIA	AmeriHealth HMO, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	96660	23-2408039				Vista Health Plan, Inc.	PA	IA	AmeriHealth HMO, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	95056	23-2405376				Keystone Health Plan East, Inc. IBC MH LLC (23.5%) (See BMH LLC on Page 16.1)	PA	IA	AmeriHealth HMO, Inc. Keystone Health Plan East, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	45-3672640				IBC MH LLC (23.5%) (See BMH LLC on Page 16.1)	DE	UIP	Keystone Health Plan East, Inc.	Ownership	23.5	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2864737				Keystone Benefits, Inc.	PA	NIA	Keystone Health Plan East, Inc.	Ownership	100.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	23-2944969				KMHP Holding Company, Inc.	PA	NIA	Keystone Benefits, Inc.	Ownership	50.0	Independence Blue Cross	
00936	Independence Blue Cross	00000	30-0703311				BMH LLC (61.3%)	DE	UIP	IBC MH LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	

16.1

STATEMENT AS OF JUNE 30, 2013 OF THE AmeriHealth District of Columbia, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00936	Independence Blue Cross	00000	45-5415725				AmeriHealth Caritas Services LLC	DE	NIA	BMH LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	30-0703311				BMH SUBCO I LLC	DE	UIP	BMH LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	23-2842344				Keystone Family Health Plan	PA	NIA	BMH Subco I, LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	23-2859523				AmeriHealth Caritas Health Plan	PA	UDP	BMH Subco I, LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14143	27-3575066				AmeriHealth Caritas of Louisiana, Inc	LA	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	95458	57-1032456				Select Health of South Carolina, Inc	SC	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14692	20-2467931				Select Health of Georgia, Inc	GA	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	77-0632420				Shore Points AmeriHealth Mercy of Louisiana, LLC	LA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	

16.2

STATEMENT AS OF JUNE 30, 2013 OF THE AmeriHealth District of Columbia, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00936	Independence Blue Cross	00000	45-4244113				AmeriHealth Northeast, LLC	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	30.6	Independence Blue Cross / BlueCross BlueShield of Michigan/BlueCross / BlueShield of Northeastern Pennsylvania	
00936	Independence Blue Cross	15088	46-1480213				AmeriHealth District of Columbia, Inc	DC		AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	20-4948091				AmeriHealth Mercy of Indiana, LLC	IN	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	27-0863878				PerformRx, LLC	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	26-1809217				PerformRx IPA of NY, LLC	NY	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14261	45-3790685				AmeriHealth Nebraska, Inc	NE	IA	AmeriHealth Caritas Health Plan	Ownership	42.9	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Nebraska	

16.3

STATEMENT AS OF JUNE 30, 2013 OF THE AmeriHealth District of Columbia, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00936	Independence Blue Cross	14378	45-4088232				Florida True Health, Inc.	FL	IA	AmeriHealth Caritas Health Plan	Ownership	30.6	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Florida	
00936	Independence Blue Cross	00000	45-0563075				Prestige Health Choice, L.L.C.	FL	NIA	AmeriHealth Caritas Health Plan	Ownership	12.3	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Florida / Prestige Health Choice	
00936	Independence Blue Cross	15104	46-0906893				AmeriHealth Michigan, Inc.	MI	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	26-1144363				AMHP Holdings Corp.	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	25-1765391				Community Behavioral Healthcare Network of Pennsylvania, Inc.	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	13630	26-0885397				CBHNP Services, Inc.	PA	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	80-0768643				BMH SUBCO II LLC	DE	UIP	BMH LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	

16.4

STATEMENT AS OF JUNE 30, 2013 OF THE AmeriHealth District of Columbia, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00936	Independence Blue Cross	00000	23-2842344				Keystone Family Health Plan	PA	NIA	BMH Subco II, LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	23-2859523				AmeriHealth Caritas Health Plan	PA	UDP	BMH Subco II, LLC	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14143	27-3575066				AmeriHealth Caritas of Louisiana, Inc	LA	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	95458	57-1032456				Select Health of South Carolina, Inc	SC	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14692	20-2467931				Select Health of Georgia, Inc	GA	IA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	77-0632420				Shore Points AmeriHealth Mercy of Louisiana, LLC	LA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	45-4244113				AmeriHealth Northeast, LLC	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	30.6	Independence Blue Cross / BlueCross BlueShield of Michigan/BlueCross of Northeastern Pennsylvania	
00936	Independence Blue Cross	15088	46-1480213				AmeriHealth District of Columbia, Inc	DC		AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	

16.5

STATEMENT AS OF JUNE 30, 2013 OF THE AmeriHealth District of Columbia, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00936	Independence Blue Cross	00000	20-4948091				AmeriHealth Mercy of Indiana, LLC	IN	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	27-0863878				PerformRx, LLC	PA	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	00000	26-1809217				PerformRx IPA of NY, LLC	NY	NIA	AmeriHealth Caritas Health Plan	Ownership	61.3	Independence Blue Cross / BlueCross BlueShield of Michigan	
00936	Independence Blue Cross	14261	45-3790685				AmeriHealth Nebraska, Inc	NE		AmeriHealth Caritas Health Plan	Ownership	42.9	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Nebraska	
00936	Independence Blue Cross	14378	45-4088232				Florida True Health, Inc	FL	IA	AmeriHealth Caritas Health Plan	Ownership	30.6	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Florida	
00936	Independence Blue Cross	00000	45-0563075				Prestige Health Choice, L.L.C.	FL	NIA	AmeriHealth Caritas Health Plan	Ownership	12.3	Independence Blue Cross / BlueCross BlueShield of Michigan / BlueCross BlueShield of Florida / Prestige Health Choice	

16.6

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?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

Schedule A - Verification

NONE

Schedule B - Verification

NONE

Schedule BA - Verification

NONE

Schedule D - Verification

NONE

Schedule D - Part 1B

NONE

Schedule DA - Part 1

NONE

Schedule DA - Verification

NONE

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

Schedule E - Verification

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF JUNE 30, 2013 OF THE AmeriHealth District of Columbia, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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