



## MISSISSIPPI INSURANCE DEPARTMENT

501 N. WEST STREET, SUITE 1001  
WOOLFOLK BUILDING  
JACKSON, MISSISSIPPI 39201  
www.mid.state.ms.us

MAILING ADDRESS  
Post Office Box 79  
Jackson, Mississippi 39205-0079  
TELEPHONE: (601) 359-3569  
FAX: (601) 359-2474

**MIKE CHANEY**  
Commissioner of Insurance  
State Fire Marshal

**MARK HAIRE**  
Deputy Commissioner of Insurance

June 17, 2014

### CERTIFIED MAIL RETURN RECEIPT REQUESTED

Dr. Jason Dees, President  
Magnolia Health Plan, Inc.  
111 East Capitol Street, Suite 500  
Jackson, MS 39201

#### **RE: Report of Examination as of December 31, 2012**

Dear Mr. Dees:

In accordance with Miss. Code Ann. §§ 83-5-201 et seq. and 83-41-337(1) (Rev. 2011), an examination of your Company has been completed. Enclosed herewith is the Order adopting the report and a copy of the final report as adopted.

Pursuant to Miss. Code Ann. § 83-5-209(6)(a) (Rev. 2011), the Mississippi Department of Insurance shall continue to hold the content of said report as private and confidential for a period of ten (10) days from the date of the Order. After the expiration of the aforementioned 10-day period, the Department of Insurance will open the report for public inspection.

If you have any questions or comments, please feel free to contact me.

Sincerely,

MIKE CHANEY  
COMMISSIONER OF INSURANCE

BY

A handwritten signature in black ink, appearing to read "Christina J. Kelsey", written over a horizontal line.

Christina J. Kelsey  
Senior Attorney

MC/CJK/bs  
Encls. Order w/exhibit

**BEFORE THE COMMISSIONER OF INSURANCE  
OF THE STATE OF MISSISSIPPI**

**RE: REPORT OF EXAMINATION OF  
MAGNOLIA HEALTH PLAN, INC.**

**CAUSE NO. 14-6760**

**ORDER**

**THIS CAUSE** came on for consideration before the Commissioner of Insurance of the State of Mississippi ("Commissioner"), or his designated appointee, in the Offices of the Commissioner, 1001 Woolfolk Building, 501 North West Street, 10th Floor, Jackson, Hinds County, Mississippi, pursuant to Miss. Code Ann. §§ 83-5-201 et seq. and 83-41-337(1) (Rev. 2011). The Commissioner, having fully considered and reviewed the Report of Examination together with any submissions or rebuttals and any relevant portions of the examiner's work papers, makes the following findings of fact and conclusions of law, to-wit:

**JURISDICTION**

**I.**

That the Commissioner has jurisdiction over this matter pursuant to the provisions of Miss. Code Ann. §§ 83-5-201 et seq. and 83-41-337(1) (Rev. 2011).

**II.**

That Magnolia Health Plan, Inc. is a Mississippi-domiciled health maintenance organization ("HMO") which was initially certified as an HMO by the Mississippi State Department of Health on April 9, 2009.

## FINDINGS OF FACT

### III.

That the Commissioner, or his appointee, pursuant to Miss. Code Ann. §§ 83-5-201 et seq. and 83-41-337(1) (Rev. 2011), called for an examination of Magnolia Health Plan, Inc. and appointed Sarah Lucibello, Examiner-In-Charge, to conduct said examination.

### IV.

That on or about March 4, 2014, the draft Report of Examination concerning Magnolia Health Plan, Inc. for the period of January 1, 2012 through December 31, 2012, was submitted to the Mississippi Department of Insurance by Examiner-In-Charge, Sarah Lucibello.

### V.

That on or about March 4, 2014, pursuant to Miss. Code Ann. § 83-5-209(2) (Rev. 2011), the Department forwarded to the Company a copy of the draft report and allowed the Company a 15-day period to submit any rebuttal to said draft. Revisions were made after the email received on March 18, 2014.

## CONCLUSIONS OF LAW

### VII.

The Commissioner, pursuant to Miss. Code Ann. § 83-5-209(3) (Rev. 2011), must consider and review the report along with any submissions or rebuttals and all relevant portions of examiner work papers and enter an Order: (1) adopting the Report of Examination as final or with modifications or corrections; (2) rejecting the Report of Examination with directions to reopen; or (3) calling for an investigatory hearing.

**IT IS, THEREFORE, ORDERED,** after reviewing the draft Report of Examination and all relevant examiner work papers, that the draft Report of Examination of Magnolia Health Plan, Inc., attached hereto as Exhibit "A", should be and same is hereby adopted as final.

**IT IS FURTHER ORDERED** that a copy of the adopted Report of Examination, accompanied with this Order, shall be served upon the Company by certified mail, postage pre-paid, return receipt requested.

**IT IS FURTHER ORDERED** that the Mississippi Department of Insurance shall continue to hold the content of this report as private and confidential information for a period of ten (10) days from the date of this Order, pursuant to Miss. Code Ann. § 83-5-209(6)(a) (Rev. 2011).

**IT IS FURTHER ORDERED**, pursuant to Miss. Code Ann. § 83-5-209(4) (Rev. 2011), that within thirty (30) days of the issuance of the adopted report, Magnolia Health Plan, Inc. shall file affidavits executed by each of its directors stating under oath that they have received a copy of the adopted report and related orders.

**IT IS FURTHER ORDERED** that Magnolia Health Plan, Inc. take the necessary actions and implement the necessary procedures to ensure that all recommendations contained in the Report of Examination are properly and promptly complied with.

**SO ORDERED**, this the 17<sup>th</sup> day of June 2014.

  
\_\_\_\_\_  
MIKE CHANEY  
COMMISSIONER OF INSURANCE



**CERTIFICATE OF MAILING**

I hereby certify that a true and correct copy of the above and foregoing Order and a copy of the final Report of Examination, as adopted by the Mississippi Department of Insurance, was sent by certified mail, postage pre-paid, return receipt requested, on this the 17<sup>th</sup> day of June 2014, to:

**Dr. Jason Dees, President  
Magnolia Health Plan, Inc.  
111 East Capitol Street, Suite 500  
Jackson, MS 39201**



---

Christina J. Kelsey  
Senior Attorney

Christina J. Kelsey  
Senior Attorney  
Counsel for the Mississippi Department of Insurance  
Post Office Box 79  
Jackson, MS 39205-0079  
(601) 359-3577  
Miss. Bar No. 9853



# **Mississippi Insurance Department**

**Report of Examination**

**of**

**MAGNOLIA HEALTH PLAN INC.**

**as of**

**December 31, 2012**

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**EXAMINER'S AFFIDAVIT AS TO STANDARDS AND  
PROCEDURES USED IN AN EXAMINATION**

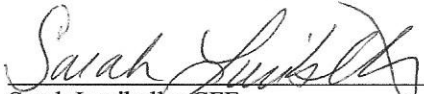
State of Illinois,

County of DuPage,

Sarah Lucibello, being duly sworn, states as follows:


1. I have authority to represent the Mississippi Insurance Department in the examination of Magnolia Health Plan Inc.
2. The Mississippi Insurance Department is accredited under the National Association of Insurance Commissioners Financial Regulation Standards and Accreditation.
3. I have reviewed the examination work papers and examination report, and the examination of Magnolia Health Plan Inc. was performed in a manner consistent with the standards and procedures required by the Commissioner of Insurance of the State of Mississippi.

The affiant says nothing further.

  
\_\_\_\_\_  
Sarah Lucibello, CFE  
Examiner-in-charge

Subscribed and sworn before me by Sarah Lucibello on this 28<sup>th</sup> day of February, 2014.

(SEAL)

  
\_\_\_\_\_  
Notary Public



My commission expires Sept. 15, 2014 [date].

Magnolia Health Plan Inc.  
MID Examination as of December 31, 2012



**MIKE CHANEY**  
Commissioner of Insurance  
State Fire Marshal

**MARK HAIRE**  
Deputy Commissioner of  
Insurance

## MISSISSIPPI INSURANCE DEPARTMENT

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FAX: (601) 359-1951

February 7, 2014

Honorable Mike Chaney  
Commissioner of Insurance  
Mississippi Insurance Department  
1001 Woolfolk Building  
501 North West Street  
Jackson, Mississippi 39201

Dear Commissioner Chaney:

Pursuant to your instructions and authorization and in compliance with statutory provisions, an examination has been conducted, as of December 31, 2012, of the affairs and financial condition of:

### **MAGNOLIA HEALTH PLAN INC.**

111 East Capitol Street, Suite 500  
Jackson, MS 39201

License #	NAIC Group #	NAIC #	FEETS#
1000006	1295	13923	13923-MS-2012-1

This examination was commenced in accordance with Miss. Code Ann. § 83-5-201 *et seq.* and the report of examination is herewith submitted.

## **SCOPE OF EXAMINATION**

We have performed our full-scope, single state examination of Magnolia Health Plan Inc. as part of a coordinated examination on the part of the lead state of Texas. The last examination was completed as of December 31, 2011. This examination covered the period of January 1, 2012 through December 31, 2012.

We conducted our examination in accordance with the NAIC Financial Condition Examiners Handbook. The Handbook requires that we plan and perform the examination to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company, including corporate governance, identifying and assessing inherent risks within the Company, and evaluating system controls and procedures used to mitigate those risks. An examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation, management's compliance with Statutory Accounting Principles and annual statement instructions, when applicable to domestic state regulations.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process.

Reporting in the comments and recommendations section of this report was by exception; therefore, items that were tested and deemed acceptable by the examiners without material change receive little or no comment.

## **COMMENTS AND RECOMMENDATIONS OF PREVIOUS EXAMINATION**

There were no comments and/or recommendations deemed necessary for purposes of the previous examination report.

## **HISTORY OF THE COMPANY**

The Company is a Mississippi domestic stock Health Maintenance Organization (HMO) insurance company. The Company was licensed as a HMO on August 4, 2010 and commenced business on January 1, 2011 under the laws of the State of Mississippi. The Company was formed for purposes of providing comprehensive managed healthcare services to Medicaid beneficiaries in Mississippi as provided for by Miss. Code Ann. § 83-41-301 et seq.

The authorized stock of the Company at the time of incorporation was 3,000 shares of common stock; par value \$1 per share. At December 31, 2012, the Company had 1,000 shares issued and outstanding to its parent, Centene Corporation (Centene).

There were no changes in gross paid-in and contributed surplus during the examination period. No dividends were paid in 2012.

## CORPORATE RECORDS

The minutes of the meetings of Stockholders and Board of Directors (“Board”), regarding the Company’s business affairs as recorded during the period covered by the examination, were reviewed and appeared to be complete and in order with regard to recording action on matters brought up at the meetings for deliberation.

## MANAGEMENT AND CONTROL

### Board of Directors

The Articles of Incorporation and Bylaws vest the management and control of the Company’s business affairs with the Board. The members of the duly elected Board, along with their place of residence, year elected/appointed, and principal occupation, at December 31, 2012, were as follows:

Name and Residence	Year Elected/Appointed	Principal Occupation
Mr. Brent D. Layton St. Louis, Missouri	2011	SVP Business Development of Centene Corporation
Mr. Christopher D. Bowers Ladue, Missouri	2011	Sr. VP of Health Plans of Centene Corporation
Dr. Jasmin R. Chapman Terry, Mississippi	2011	CEO of Jackson-Hinds Comprehensive Health Center
Dr. Michael D. McKinney Bryan, Texas	2012	Physician/Administrator of Magnolia Health Plan, Inc.
Mr. Guy M. Phillips Sunflower, Mississippi	2012	Owner/Pharmacist of Magic Mart Pharmacy
Ms. Mary G. Troupe Pearl, Mississippi	2011	Executive Director of MS Coalition for Citizens with Disabilities
Mr. Thomas E. Joiner Brandon, Mississippi	2011	Physician, Self-Employed

## Committees

Pursuant to Section 14 of the Model Audit Rule, the Company designated the Centene's Audit Committee to be the Audit Committee for the Company. The following directors served on the Audit Committee at December 31, 2012:

<b>Name and Residence</b>	<b>Year Elected/Appointed</b>	<b>Principal Occupation</b>
John R. Roberts, Chair	2011	Director and Chairman of the audit committees of Regions Financial Corporation and Energizer Holdings, Inc.
Frederick H. Eppinger	2011	Director, President and Chief Executive Officer of The Hanover Insurance Group, Inc.
Pamela A. Joseph	2011	Vice Chairman of U.S. Bancorp and Chairman and Chief Executive Officer of Elavon, Inc.

## Officers

The following were the officers that were duly elected by the Board and holding office at December 31, 2012:

<b>Name</b>	<b>Year Elected/Appointed</b>	<b>Title</b>
Christopher Donald Bowers	2010	Chairman of the Board
Jason Dees (1)	2012	Chief Operating Officer
Keith Harvey Williamson	2010	Secretary
Jeffrey Alan Schwaneke	2010	Treasurer
Jesse Nathan Hunter	2010	Vice President
William Nelder Scheffel	2010	Vice President
Mark William Eggert	2010	Vice President
Brent D. Layton	2010	Vice President
Tricia Lynn Dinkelman	2010	Vice President of Tax
David Willard	2012	Vice President Network Development and Contracting
Angela Kurosaka	2012	Vice President Medical Management
Trip Peeples	2012	Vice President of Finance
Stephanie Hall	2012	Vice President Human Resources
Terrica Miller	2012	Compliance Officer

Rebecca Waterer	2012	Chief Medical Officer
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(1) Effective January 21, 2013, Jason Dees was appointed President.

**Conflict of Interest**

The Company has formal procedures whereby disclosure is made to the Board of any material interest or affiliation on the part of any officer or director that is, or would likely be, a conflict with their official duties. These procedures were reviewed, and no conflicts were noted.

**Corporate Governance**

The Company was 100% owned by Centene Corporation. The Board is made up of seven members, four of which are independent of Centene Corporation and the Company. The Company has elected to designate the independent Audit Committee of Centene to serve as the Audit Committee of the Company. The Centene Audit Committee is comprised of three independent members.

The Board’s involvement and oversight along with its independence from management was considered during the course of our examination without material concern. Other key variables in our consideration of the Board’s involvement included, but were not limited to factors such as: (1) the frequency of Board Meetings and attendance of the directors, (2) the type of information communicated to the Board prior to meetings and the topics discussed along with the depth and quality of discussions, (3) key communication channels to and from management with the Board, along with overall “tone at the top”. Information regarding the Board members, committees and other related information can be found in the Management and Control section of this report.

The appropriateness of the Company’s organizational structure and its ability to provide the necessary information flow to manage its activities were considerations in obtaining our understanding of its organizational structure. This includes consideration of the entity’s local and corporate level structures and its ability to communicate information upstream, downstream and across all business activities. Our consideration also encompassed understanding the assignment of authority and responsibility. There were no material concerns regarding the Company’s organizational structure, its ability to provide for necessary information flow to manage its activities or assignment of authority and responsibility.

Our consideration of corporate governance encompassed the risk management function through discussions with senior management/Board members, understanding the Internal Audit role in enterprise risk management as well as through gaining an understanding of the risk management function through inspection of relevant risk management documentation. Upon our review and consideration of these components and functions, there were no material concerns noted.

Management competence was a consideration in overall assessment of corporate governance. In our review of this area, we considered factors such as (1) experience level within the Company

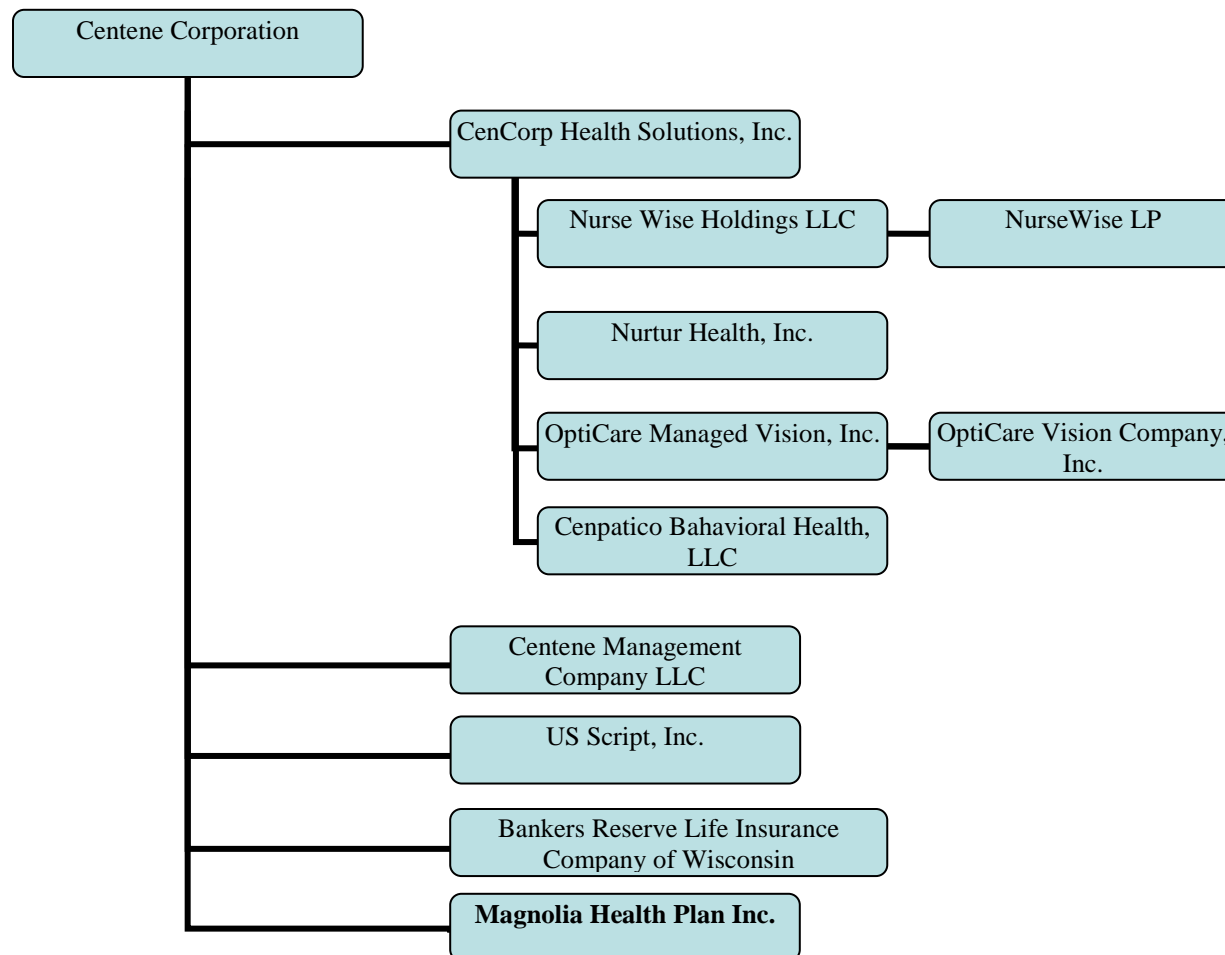
of key management, (2) management/employee turnover and (3) previous experience of key management. There were no material concerns noted upon our consideration of this area.

### **HOLDING COMPANY STRUCTURE**

The Company was a member of an insurance holding company system as defined in Miss. Code Ann. § 83-6-1. Holding Company Registration Statements were filed during the examination period with the MID in accordance with Miss. Code Ann. § 83-6-5 and § 83-6-9. The statements and applicable amendments that were filed with the MID during the examination period were reviewed and it appeared that any changes and material transactions by and between the Company and its affiliates were appropriately disclosed.

## Organizational Chart

A simplified organizational chart as of December 31, 2012, reflecting the holding company system, is shown below. Schedule Y of the Company's 2012 annual statement provided a list of all related companies of the holding company group.



The following is information concerning the Company's affiliates and subsidiary:

**Centene Corporation:** This is a Delaware stock corporation, and is the ultimate controlling company of the insurance holding company group. Centene Corporation has grown from a single health plan in 1984 to 15 health plans in 2012 with at-risk memberships totaling 2.6 million. Centene Corporation is a multi-line healthcare enterprise operating in two segments: Medicaid Managed Care and Specialty Services. The Medicaid Managed Care segment provides Medicaid and Medicaid-related health plan coverage to individuals through government subsidized programs, including Medicaid, the State Children's Health Insurance Program (CHIP), Foster Care, Medicare Special Needs Plans and the Supplemental Security Income Program, known as Aged, Blind or Disabled (ABD). The Specialty Services segment offers products for behavioral



health, health insurance exchanges, individual health insurance, life and health management, long-term care programs, managed vision and other commercial organizations.

**NurseWise LP:** This company, a subsidiary of NurseWise Holdings LLC, and a wholly owned subsidiary of Centene Corporation, provided certain services to and on behalf of health maintenance organizations and other health care providers.

**NurturHealth, Inc.:** This company, a subsidiary of CenCorp Health Solutions, Inc., and a wholly owned subsidiary of Centene Corporation, offered disease management programs designed to improve the quality of life and/or health outcomes of patients with chronic disease.

**OptiCare Vision Company, Inc.:** This company, a subsidiary of OptiCare Managed Vision, Inc., and a wholly owned subsidiary of Centene Corporation, provided and arranged for the provision of covered vision care services through participating providers.

**Centene Management Company LLC:** This company, a wholly owned subsidiary of Centene Corporation, provided certain administrative services to and on behalf of health maintenance organizations and other health care providers.

**US Script, Inc.:** This company, a wholly owned subsidiary of Centene Corporation, provided management services for the delivery of pharmacy benefits.

**Cenpatco Behavioral Health, LLC:** This company, a subsidiary of CenCorp Health Solutions, Inc., and a wholly owned subsidiary of Centene Corporation, arranged the provision of covered behavioral health and home behavioral health services through participating providers.

**Bankers Reserve Life Insurance Company of Wisconsin:** This Wisconsin-domiciled insurer provides reinsurance coverage to the Company.

## **Affiliated and Related Party Transactions**

### **Management Agreement**

Effective January 1, 2011, the Company entered into a Management Agreement with Centene Management Company, LLC (CMC) whereby CMC provided program planning and development services, a management information system, financial systems and services, claims administration, provider and enrollee services and records, utilization review, and quality assurance. The Company paid 12% of its revenues to CMC for the above referenced services. In addition to above noted expenses, the Company was liable for other expenses incurred by the Company or on its behalf including, but not limited to travel, payment to providers and suppliers, fees and expenses associated with audits, including external audits, preparation of the Company's tax returns, expenses for legal, actuarial and other consulting services, advertising, and all licensing and certification fees.

#### Pharmacy Benefit Management Agreement

Effective January 1, 2011, the Company became a party to a Pharmacy Benefit Management agreement with US Script, Inc. (USS) in which USS provided the management and delivery of pharmacy benefits to the Company eligible enrollees. Services included, but were not limited to claims processing, eligibility management, benefits management, utilization management, pharmacy network management, and call center services. Duration of the agreement was for one year.

#### Disease Management Program Services Agreement

Effective January 1, 2011, the Company entered into a Disease Management Program Services Agreement with Nurtur Health, Inc. These services included individualized education programs and member interactions, which were conducted through a combination of telephonic, in-home and printed materials. The programs varied based on disease state and level of acuity of the members' illness or risk status. Initial term of the agreement was three years. Thereafter, the agreement shall renew automatically for successive one-year renewal terms.

#### Services Agreement

Effective January 1, 2011 the Company entered into Services Agreement with NurseWise LP. The services primarily consisted of utilizing professional registered nurses to provide health information and advice to enrolled members during designated hours of operation. Initial term of the agreement was one year, and shall automatically renew for additional terms of one year unless terminated.

#### Vision Services Agreement and Delegated Services Agreement

Effective January 1, 2011, the Company entered into a Vision Services Agreement with OptiCare Vision Company, Inc. (OptiCare), also known as OptiCare Managed Vision. Under the terms of this agreement OptiCare agreed to provide or arrange for the provision of covered vision care services to the Company's enrolled members. The same parties also entered into a Delegated Services Agreement, under which OptiCare agreed to provide quality improvement, utilization management, case management, benefit administration, claims adjudication and provider payment, network development and maintenance, and provider credentialing with respect to Vision care covered by the Company. Initial term of this agreement was one year, and shall be automatically renewed for successive one year periods.

#### Behavioral Services Agreement

Effective December 1, 2012, the Company entered into a Behavioral Health Services Agreement with Cenpatico Behavioral Health, LLC (Cenpatico). Under the terms of this agreement Cenpatico agreed to arrange for the provision of covered behavioral health and home health behavioral services through participating providers. Initial term of this agreement was thirteen months, and shall be automatically renewed for successive one year periods.

#### Tax Allocation Agreement

The Company was also a party to a Tax Sharing Agreement with Centene Corporation and its subsidiaries. Tax liability was allocated to each subsidiary based on the subsidiary's contribution to consolidated taxable income. Within 90 days of the return filing date, a subsidiary shall pay to Parent, or Parent to a subsidiary, an amount equal to the difference between consolidated tax

reflected on the pro-forma Federal tax return and the aggregate amount of the estimated installments of the respective consolidated tax.

### **FIDELITY BOND AND OTHER INSURANCE**

The Company's parent company, Centene Corporation, maintained a fidelity bond in the amount of \$5 million single loss limit of liability, which met the NAIC's suggested minimum amount for fidelity coverage. Centene Corporation had additional coverage, including general liability, auto, umbrella and workers' compensation.

### **PENSIONS, STOCK OWNERSHIP AND INSURANCE PLANS**

The Company did not have any direct employees, nor did it provide any benefits or welfare programs for its officers or directors.

### **TERRITORY AND PLAN OF OPERATION**

The Company was licensed in the State of Mississippi to provide comprehensive managed healthcare services to Medicaid beneficiaries in Mississippi. The Company is contracted directly with the Mississippi Department of Medicaid (DOM) on a capitated basis for non-inpatient services. Subsequent to the examination period, effective January 1, 2014, the Company began offering medical insurance on the federal exchange, known as the Health Insurance Marketplace, in 47 of the 82 Mississippi counties.

## GROWTH OF COMPANY

	<u>2012</u>	<u>2011</u>
Total admitted assets	\$ 40,305,521	\$ 56,083,726
Total liabilities	\$ 21,032,480	\$ 40,936,810
Total capital and surplus	\$ 19,273,041	\$ 15,146,917
Net cash from operations	\$ (16,947,422)	\$ 32,608,859
Total adjusted risk-based capital	\$ 19,273,041	\$ 15,146,917
Authorized control level risk-based capital	\$ 6,449,275	\$ 7,482,683
Members enrolled	77,235	31,764
Total revenues	\$ 195,591,349	\$ 187,040,750
Net underwriting gain (loss)	\$ 8,949,190	\$ (2,410,739)
Net investment income earned	\$ 276,331	\$ 72,118
Net Income	\$ 10,139,675	\$ (6,585,866)
Net underwriting gain to capital and surplus	46.4%	-15.9%
Return on surplus	52.6%	-43.5%
Yield on invested assets	0.8%	0.2%
Non-investment grade bonds to total bonds	0.0%	0.0%

## REINSURANCE

In accordance with the Risk Surveillance Approach contained within the NAIC Examiners Handbook, the reinsurance program of the Company was considered and no material concerns were noted. Further, no treaties were noted that contained unusual provisions, transfer of risk issues or other relevant concerns. A general description and listing of the reinsurance agreements are presented below.

### Assumed

The Company did not assume any business during the examination period.

### Ceded

The Company had a reinsurance agreement with Bankers Reserve Life Insurance Company of Wisconsin for the 2012 term to reinsure on an excess of loss basis of \$50,000 up to \$2,000,000 maximum per covered person. All claim expenses that exceeded the deductible were paid 90% by the reinsurer and 10% by the Company. Maximum retained risk is \$120,000 per member net of reinsurance (coverage is up to \$750,000 per member).

## ACCOUNTS AND RECORDS

The 2012 trial balance of the Company's accounts was traced to the balance sheet of the Company's statutory annual statement filed with the MID, with no exceptions noted. The Company was audited annually by an independent CPA firm.

The Company utilized a blended platform of its operating system for the processing of its records. The Company maintained supporting documentation that was reviewed during the examination as applicable.

## STATUTORY DEPOSITS

The Company's statutory deposits with the state of Mississippi complied with Miss. Code Ann. § 83-41-325(5). The following chart displays the Company's total statutory deposits as held at December 31, 2012 in Mississippi.

<b>Description</b>	<b>Book/Adjusted Carrying Value</b>	<b>Fair Value</b>
Certificate of Deposit	\$ 517,857	\$ 517,857
	<u>\$ 517,857</u>	<u>\$ 517,857</u>

**Magnolia Health Plan Inc.**  
**Financial Statements**  
**Examination as of December 31, 2012**

**Introduction**

The following financial statements reflect the same amounts reported by the Company and consist of a Statement of Assets, Liabilities, Capital and Surplus at December 31, 2012, a Statement of Revenue and Expenses for the year ended December 31, 2012, and a Reconciliation of Capital and Surplus for the examination period ended December 31, 2012.

**Magnolia Health Plan Inc.**  
**Statement of Assets, Liabilities, Capital and Surplus – Statutory**

<b>December 31,</b>	<b>2012</b>
<b>Assets</b>	
Bonds	\$ 18,130,479
Cash and short-term investments	14,840,136
Investment income due and accrued	162,879
Uncollected premiums and agents' balances in course of collection	1,000,965
Current federal and foreign income tax recoverable and interest thereon	1,418,582
Net deferred tax asset	2,563,008
Receivable from parent, subsidiaries and affiliates	807,691
Health care and other amounts recoverable	53,877
Aggregate write in for other than invested assets: premium tax receivable	1,327,904
Total admitted assets	<b>\$ 40,305,521</b>
<b>Liabilities, Capital and Surplus</b>	
Claims unpaid	\$ 17,091,308
Accrued medical incentive pool and bonus amounts	331,740
Unpaid claims adjustment expenses	369,000
General expenses due or accrued	193,848
Amounts due to parent, subsidiaries and affiliates	222,929
Aggregate write-ins for other liabilities	
Inpatient savings guarantee payable	2,449,980
State tax payable	373,675
Total liabilities	<b>21,032,480</b>
Common capital stock	1,000
Gross paid in and contributed surplus	17,782,204
Unassigned funds	1,489,837
Total capital and surplus	<b>19,273,041</b>
Total liabilities, capital and surplus	<b>\$ 40,305,521</b>

**Magnolia Health Plan Inc.**  
**Statement of Revenue and Expenses – Statutory**

<b>For the Year Ended December 31,</b>	<b>2012</b>
Member Months	407,721
Net premium income	\$ 195,591,349
Total revenues	195,591,349
<b>Hospital and Medical:</b>	
Hospital/medical benefits	89,737,108
Other professional services	10,684,514
Emergency room and out-of-area	18,427,943
Prescription drugs	49,921,816
Incentive pool, withhold adjustments and bonus amounts	331,740
Subtotal	169,103,121
<b>Less:</b>	
Net reinsurance recoveries	5,761,776
Total hospital and medical	163,341,345
Claims adjustment expenses	5,925,194
General administrative expenses	20,020,970
Increase in reserves for life and accident and health contracts	(2,645,350)
Total underwriting deductions	186,642,159
Net underwriting gain	8,949,190
Net investment income earned	276,331
Net investment gains	276,331
Net income after capital gain tax and before and before all other federal income taxes	9,225,521
Federal income taxes incurred	(914,154)
<b>Net income</b>	<b>\$ 10,139,675</b>



**Magnolia Health Plan Inc.**  
**Reconciliation of Capital and Surplus – Statutory**

For the examination period ended December 31, 2012

	<b>2012</b>
Capital and surplus, beginning of the year	\$ 15,146,916
Net income	10,139,675
Change in net deferred income tax	(1,684,237)
Change in non-admitted assets	(4,329,313)
Capital and surplus, end of the year	\$ 19,273,041

**Magnolia Health Plan Inc.**  
**Reconciliation of Examination Adjustments to Surplus – Statutory**

For the year ended December 31, 2012

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As a result of this examination, there have been no changes affecting surplus, as regards to policyholders, made to the admitted assets, liabilities, and surplus balance reported by the Company in the December 31, 2012 annual statement as filed with the MID. The capital and surplus reported by the Company of \$19,273,041 is accepted as reasonably stated for purposes of the balance sheet per the examination. The Company's net worth, as determined by the examination, was in compliance with Miss. Code Ann. § 83-41-325(2).

## **MARKET CONDUCT ACTIVITIES**

No market conduct procedures were performed as part of this examination.

## **COMMITMENTS AND CONTINGENT LIABILITIES**

At December 31, 2012, the Company was not a party to any legal proceedings.

## **COMMENTS AND RECOMMENDATIONS**

The examination did not identify any material comments and/or recommendations deemed appropriate for inclusion in the examination report.

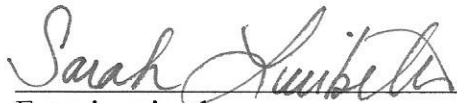
## ACKNOWLEDGMENT

The examiners representing the Mississippi Insurance Department and participating in this examination were:

Examiner-in-charge	Sarah Lucibello, CFE Lewis & Ellis, Inc.
Examiner:	Amy Carter, CPA, AFE Lewis & Ellis, Inc.
	David Palmer, CFE Lewis & Ellis, Inc.
Supervising Examiner:	Kate Bolbas, CFE Lewis & Ellis, Inc.

The courteous cooperation of the officers and employees responsible for assisting in the examination is hereby acknowledged and appreciated.

Respectfully submitted,

  
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Examiner-in-charge