CENTENE CORP
Form 10-Q
July 22, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014
OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 001-31826

CENTENE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	42-1406317
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
7700 Forsyth Boulevard St. Louis, Missouri	63105
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:

(314) 725-4477

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: x Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "small reporting company” in Rule 12b-2 of the Exchange Act. Large accelerated filer x Accelerated filer o Non-accelerated filer o (do not check if a smaller reporting company) Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No x

As of July 11, 2014, the registrant had 58,585,192 shares of common stock outstanding.

CENTENE CORPORATION
QUARTERLY REPORT ON FORM 10-Q
TABLE OF CONTENTS

Table of Contents

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

All statements, other than statements of current or historical fact, contained in this filing are forward-looking statements. We have attempted to identify these statements by terminology including “believe,” “anticipate,” “plan,” “expect,” “estimate,” “intend,” “seek,” “target,” “goal,” “may,” “will,” “should,” “can,” “continue” and other similar words or expressions in connection with, among other things, any discussion of future operating or financial performance. In particular, these statements include statements about our market opportunity, our growth strategy, competition, expected activities and future acquisitions, investments and the adequacy of our available cash resources. These statements may be found in the various sections of this filing, including those entitled “Management's Discussion and Analysis of Financial Condition and Results of Operations,” Part II, Item 1A. “Risk Factors,” and Part II, Item I “Legal Proceedings.” Readers are cautioned that matters subject to forward-looking statements involve known and unknown risks and uncertainties, including economic, regulatory, competitive and other factors that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions.

All forward-looking statements included in this filing are based on information available to us on the date of this filing and we undertake no obligation to update or revise the forward-looking statements included in this filing, whether as a result of new information, future events or otherwise, after the date of this filing. Actual results may differ from projections or estimates due to a variety of important factors, including but not limited to:

- our ability to accurately predict and effectively manage health benefits and other operating expenses and reserves;
- competition;
- membership and revenue projections;
- timing of regulatory contract approval;
- changes in healthcare practices;
- changes in federal or state laws or regulations, including the Patient Protection and Affordable Care Act and the Health Care and Education Affordability Reconciliation Act and any regulations enacted thereunder;
- changes in expected contract start dates;
- changes in expected closing dates, estimated purchase price and accretion for acquisitions;
- inflation;
- provider and state contract changes;
- new technologies;
- advances in medicine;
- reduction in provider payments by governmental payors;
- major epidemics;
- disasters and numerous other factors affecting the delivery and cost of healthcare;
- the expiration, cancellation or suspension of our Medicare or Medicaid managed care contracts by federal or state governments;
- the outcome of pending legal proceedings;
- availability of debt and equity financing, on terms that are favorable to us; and
- general economic and market conditions.

Other Information

The discussion in Part I, Item 2. "Management’s Discussion and Analysis of Financial Condition and Results of Operations" under the heading "Results of Operations" contains financial information for new and existing businesses. Existing businesses are primarily state markets, significant geographic expansion in an existing state or product that we have managed for four complete quarters. New businesses are primarily new state markets, significant geographic expansion in an existing state or product that conversely, we have not managed for four complete quarters.

Non-GAAP Financial Presentation

The Company is providing certain non-GAAP financial measures in this report as the Company believes that these figures are helpful in allowing individuals to more accurately assess the ongoing nature of the Company's operations and measure the Company's performance more consistently. The Company uses the presented non-GAAP financial measures internally to allow management to focus on period-to-period changes in the Company's core business operations. Therefore, the Company believes that this information is meaningful in addition to the information contained in the GAAP presentation of financial information. The presentation of this additional non-GAAP financial information is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with GAAP.

Table of Contents

PART I
FINANCIAL INFORMATION

ITEM 1. Financial Statements.
CENTENE CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)
(Unaudited)

	June 30, 2014	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents of continuing operations	$1,199,784	$974,304
Cash and cash equivalents of discontinued operations	59,013	63,769
Total cash and cash equivalents	1,258,797	1,038,073
Premium and related receivables	610,969	428,570
Short term investments	127,348	102,126
Other current assets	313,946	217,661
Other current assets of discontinued operations	13,826	13,743
Total current assets	2,324,886	1,800,173
Long term investments	996,965	791,900
Restricted deposits	78,442	46,946
Property, software and equipment, net	423,905	395,407
Goodwill	642,613	348,432
Intangible assets, net	81,359	48,780
Other long term assets	107,967	59,357
Long term assets of discontinued operations	26,430	38,305
Total assets	$4,682,567	$3,529,300
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Medical claims liability	$1,394,115	$1,111,709
Accounts payable and accrued expenses	670,343	375,862
Unearned revenue	22,472	38,191
Current portion of long term debt	6,135	3,065
Current liabilities of discontinued operations	24,642	30,294
Total current liabilities	2,117,707	1,559,121
Long term debt	884,890	665,697
Other long term liabilities	73,897	60,015
Long term liabilities of discontinued operations	451	1,028
Total liabilities	3,076,945	2,285,861
Commitments and contingencies		
Redeemable noncontrolling interest	119,671	—
Stockholders' equity:		
Common stock, $.001 par value; authorized 200,000,000 shares; 61,265,156 issued and 57,837,919 outstanding at June 30, 2014, and 58,673,215 issued and 55,319,239 outstanding at December 31, 2013	61	59
Additional paid-in capital	754,637	594,326
Accumulated other comprehensive income:		

Unrealized gain (loss) on investments, net of tax	2,214	(2,620)
Retained earnings	813,765	731,919
Treasury stock, at cost (3,427,237 and 3,353,976 shares, respectively)	(94,512)	(89,643)
Total Centene stockholders’ equity	1,476,165	1,234,041
Noncontrolling interest	9,786	9,398
Total stockholders’ equity	1,485,951	1,243,439
Total liabilities and stockholders’ equity	$4,682,567	$3,529,300

The accompanying notes to the consolidated financial statements are an integral part of these statements.

1

Table of Contents

CENTENE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Revenues:				
Premium	$3,331,058	$2,413,312	$6,401,945	$4,801,951
Service	410,029	105,599	691,203	138,793
Premium and service revenues	3,741,087	2,518,911	7,093,148	4,940,744
Premium tax and health insurer fee	282,613	91,628	390,440	195,277
Total revenues	4,023,700	2,610,539	7,483,588	5,136,021
Expenses:				
Medical costs	2,960,101	2,134,283	5,702,554	4,288,829
Cost of services	365,888	93,300	608,172	118,365
General and administrative expenses	321,042	223,459	616,554	426,755
Premium tax expense	252,669	90,760	330,947	193,735
Health insurer fee expense	31,328	—	62,655	—
Total operating expenses	3,931,028	2,541,802	7,320,882	5,027,684
Earnings from operations	92,672	68,737	162,706	108,337
Other income (expense):				
Investment and other income	7,252	4,078	11,976	8,342
Interest expense	(8,604)	(7,033)	(15,627)	(13,658)
Earnings from continuing operations, before income tax expense	91,320	65,782	159,055	103,021
Income tax expense	44,874	25,966	79,429	40,657
Earnings from continuing operations, net of income tax expense	46,446	39,816	79,626	62,364
Discontinued operations, net of income tax expense (benefit) of $1,461, $(698), $1,453, and $(350), respectively	1,680	(805)	847	(442)
Net earnings	48,126	39,011	80,473	61,922
Noncontrolling interest	(737)	(473)	(1,373)	(564)
Net earnings attributable to Centene Corporation	$48,863	$39,484	$81,846	$62,486
Amounts attributable to Centene Corporation common shareholders:				
Earnings from continuing operations, net of income tax expense	$47,183	$40,289	$80,999	$62,928
Discontinued operations, net of income tax expense (benefit)	1,680	(805)	847	(442)
Net earnings	$48,863	$39,484	$81,846	$62,486
Net earnings (loss) per common share attributable to Centene Corporation:				
Basic:				
Continuing operations	$0.82	$0.74	$1.41	$1.18
Discontinued operations	0.03	(0.02)	0.01	(0.01)
Basic earnings per common share	$0.85	$0.72	$1.42	$1.17

Diluted:				
Continuing operations	$0.79	$0.71	$1.36	$1.14
Discontinued operations	0.03	(0.01)	0.01	(0.01)
Diluted earnings per common share	$0.82	$0.70	$1.37	$1.13
Weighted average number of common shares outstanding:				
Basic	57,758,683	54,529,036	57,622,039	53,449,077
Diluted	59,717,258	56,601,660	59,547,420	55,448,396

The accompanying notes to the consolidated financial statements are an integral part of these statements.

2

Table of Contents

CENTENE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE EARNINGS
(In thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net earnings	$48,126	$39,011	$80,473	$61,922
Reclassification adjustment, net of tax	29	(27)	(709)	(162)
Change in unrealized gain (loss) on investments, net of tax	2,799	(8,934)	5,543	(9,088)
Other comprehensive earnings (loss)	2,828	(8,961)	4,834	(9,250)
Comprehensive earnings	50,954	30,050	85,307	52,672
Comprehensive earnings (loss) attributable to the noncontrolling interest	(737)	(473)	(1,373)	(564)
Comprehensive earnings attributable to Centene Corporation	$51,691	$30,523	$86,680	$53,236

The accompanying notes to the consolidated financial statements are an integral part of this statement.

Table of Contents

CENTENE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(In thousands, except share data)
(Unaudited)

Six Months Ended June 30, 2014

	Centene Stockholders' Equity								
	Common Stock					Treasury Stock			
	$.001 Par Value Shares	Amt	Additional Paid-in Capital	Accumulated Other Comprehensive Earnings (Loss)	Retained Earnings	$.001 Par Value Shares	Amt	Non controlling Interest	Total
Balance, December 31, 2013	58,673,215	$59	$594,326	$(2,620)	$731,919	3,353,976	$(89,643)	$9,398	$1,243,439
Comprehensive Earnings:									
Net earnings	—	—	—	—	81,846	—	—	388	82,234
Change in unrealized investment gain, net of $2,722 tax	—	—	—	4,834	—	—	—	—	4,834
Total comprehensive earnings									87,068
Common stock issued for acquisition	2,243,217	2	132,369	—	—	—	—	—	132,371
Common stock issued for employee benefit plans	348,724	—	4,077	—	—	—	—	—	4,077
Common stock repurchases	—	—	—	—	—	73,261	(4,869)	—	(4,869)
Stock compensation expense	—	—	22,750	—	—	—	—	—	22,750
Excess tax benefits from stock compensation	—	—	1,115	—	—	—	—	—	1,115
Balance, June 30, 2014	61,265,156	$61	$754,637	$2,214	$813,765	3,427,237	$(94,512)	$9,786	$1,485,951

The accompanying notes to the consolidated financial statements are an integral part of this statement.

4

Table of Contents

CENTENE CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended June 30, 2014	2013
Cash flows from operating activities:		
Net earnings	$80,473	$61,922
Adjustments to reconcile net earnings to net cash provided by operating activities		
Depreciation and amortization	42,101	32,928
Stock compensation expense	22,750	16,955
Deferred income taxes	(11,258)	10,715
Changes in assets and liabilities		
Premium and related receivables	(160,714)	(71,230)
Other current assets	28,826	(35,879)
Other assets	(28,733)	(38,191)
Medical claims liabilities	284,134	111,625
Unearned revenue	(18,066)	(12,068)
Accounts payable and accrued expenses	160,128	(1,488)
Other operating activities	12,248	5,650
Net cash provided by operating activities	411,889	80,939
Cash flows from investing activities:		
Capital expenditures	(41,568)	(30,057)
Purchases of investments	(475,347)	(537,590)
Sales and maturities of investments	221,342	358,971
Investments in acquisitions, net of cash acquired	(94,004)	(66,832)
Net cash used in investing activities	(389,577)	(275,508)
Cash flows from financing activities:		
Proceeds from exercise of stock options	3,670	3,867
Proceeds from borrowings	1,145,000	30,000
Payment of long-term debt	(945,892)	(10,118)
Proceeds from stock offering	—	15,239
Excess tax benefits from stock compensation	1,115	1,113
Common stock repurchases	(4,869)	(1,105)
Contribution from noncontrolling interest	5,407	3,920
Debt issue costs	(6,019)	(3,587)
Net cash provided by financing activities	198,412	39,329
Net increase (decrease) in cash and cash equivalents	220,724	(155,240)
Cash and cash equivalents, beginning of period	1,038,073	843,952
Cash and cash equivalents, end of period	$1,258,797	$688,712
Supplemental disclosures of cash flow information:		
Interest paid	$16,439	$15,170
Income taxes paid	110,118	21,694
Equity issued in connection with acquisition	132,371	75,438

The accompanying notes to the consolidated financial statements are an integral part of these statements.

Table of Contents

CENTENE CORPORATION AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands, except share data)
(Unaudited)

1. Basis of Presentation

The accompanying interim financial statements have been prepared under the presumption that users of the interim financial information have either read or have access to the audited financial statements included in the Form 10-K for the fiscal year ended December 31, 2013. The unaudited interim financial statements herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, footnote disclosures which would substantially duplicate the disclosures contained in the December 31, 2013 audited financial statements have been omitted from these interim financial statements where appropriate. In the opinion of management, these financial statements reflect all adjustments, consisting only of normal recurring adjustments, which are necessary for a fair presentation of the results of the interim periods presented.

Certain 2013 amounts in the notes to the consolidated financial statements have been reclassified to conform to the 2014 presentation. These reclassifications have no effect on net earnings or stockholders' equity as previously reported.

2. Acquisition: U.S. Medical Management

In January 2014, the Company acquired 68% of U.S. Medical Management, LLC (USMM), a management services organization and provider of in-home health services for high acuity populations, for $213,664 in total consideration. The transaction consideration was financed through a combination of $132,686 of Centene common stock and $80,978 of cash.

The total fair value of 100% of USMM on the date of acquisition was $329,689 ($213,664 for the Company's interest and $116,025 for the redeemable noncontrolling interest). The Company's preliminary allocation of fair value resulted in goodwill of $294,074 and other identifiable intangible assets of $40,170. Approximately 70% of the goodwill is deductible for income tax purposes. The Company has not finalized the allocation of the fair value of assets and liabilities. The acquisition is recorded in the Specialty Services segment.

In connection with the acquisition, the Company entered into call and put agreements with the noncontrolling interest holder to purchase the noncontrolling interest at a later date. Under these agreements, the Company may purchase or be required to purchase up to the total remaining interests in USMM over a period beginning in 2015 and continuing through 2017. Under certain circumstances, the agreements may be extended through 2020. At the Company's sole option, up to 50% of the consideration to be issued for the purchase of the additional interests under these agreements may be funded with shares of the Company's common stock.

As a result of the put option agreement, the noncontrolling interest is considered redeemable and is classified in the Redeemable Noncontrolling Interest section of the consolidated balance sheet. The noncontrolling interest was initially measured at fair value using the binomial lattice model as of the acquisition date. The Company has elected to accrete changes in the redemption value through additional paid-in capital over the period from the date of issuance to the earliest redemption date following the effective interest method.

A reconciliation of the changes in the Redeemable Noncontrolling Interest is as follows:

Balance, December 31, 2013	$—
Fair value of noncontrolling interest at acquisition	116,025
Contribution from noncontrolling interest	5,407

Net losses attributable to noncontrolling interest	(1,761)
Balance, June 30, 2014	$ 119,671

Table of Contents

3. Discontinued Operations: Kentucky Spirit Health Plan

In October 2012, the Company notified the Kentucky Cabinet for Health and Family Services (Cabinet) that it was exercising a contractual right that it believes allowed the Company to terminate its Medicaid managed care contract with the Commonwealth of Kentucky (Commonwealth) effective July 5, 2013. As of July 6, 2013, our subsidiary, Kentucky Spirit Health Plan (KSHP), ceased serving Medicaid members in Kentucky. Refer to Note 11, Contingencies, in the Notes to the Consolidated Financial Statements for further information regarding litigation between the Company and the Cabinet.

The results of operations of KSHP are presented as discontinued operations for all periods presented. The assets, liabilities and results of operations of KSHP are classified as discontinued operations for all periods presented beginning in 2011. KSHP was previously reported in the Managed Care segment.

During the six months ended June 30, 2014, the Company received $8,000 of dividends from KSHP. KSHP had remaining statutory capital of approximately $72,400 at June 30, 2014, which, subject to future dividends, will be transferred to unregulated cash upon regulatory approval.

Operating results for the discontinued operations are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Revenues	$—	$115,407	$—	$235,816
Earnings (loss) before income taxes	3,141	(1,503)	2,300	(792)
Net earnings (loss)	1,680	(805)	847	(442)

The net earnings from discontinued operations for the three and six months ended June 30, 2014 includes $894 and $1,788, respectively, of health insurer fee expense based on 2013 premium.

Assets and liabilities of the discontinued operations are as follows:

	June 30, 2014	December 31, 2013
Current assets	$72,839	$77,512
Long term investments and restricted deposits	26,430	38,305
Assets of discontinued operations	$99,269	$115,817
Medical claims liability	$14,251	$27,637
Accounts payable and accrued expenses	10,391	2,657
Other liabilities	451	1,028
Liabilities of discontinued operations	$25,093	$31,322

Table of Contents

4. Short-term and Long-term Investments, Restricted Deposits

Short-term and long-term investments and restricted deposits by investment type consist of the following:

	June 30, 2014				December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$325,602	$424	$(3,349)	$322,677	$246,085	$245	$(7,494)	$238,836
Corporate securities	395,427	4,087	(166)	399,348	293,912	2,782	(608)	296,086
Restricted certificates of deposit	5,892	—	—	5,892	5,891	—	—	5,891
Restricted cash equivalents	57,608	—	—	57,608	26,642	—	—	26,642
Municipal securities:								
General obligation	38,950	480	(22)	39,408	54,003	555	(136)	54,422
Pre-refunded	8,486	59	(10)	8,535	10,835	82	—	10,917
Revenue	68,871	571	(42)	69,400	68,801	545	(292)	69,054
Variable rate demand notes	18,000	—	—	18,000	28,575	—	—	28,575
Asset backed securities	179,418	636	(69)	179,985	138,803	579	(332)	139,050
Mortgage backed securities	47,113	1,157	—	48,270	33,974	—	(83)	33,891
Cost and equity method investments	38,087	—	—	38,087	22,239	—	—	22,239
Life insurance contracts	15,545	—	—	15,545	15,369	—	—	15,369
Total	$1,198,999	$7,414	$(3,658)	$1,202,755	$945,129	$4,788	$(8,945)	$940,972

The Company’s investments are classified as available-for-sale with the exception of life insurance contracts and certain cost and equity method investments. The Company’s investment policies are designed to provide liquidity, preserve capital and maximize total return on invested assets with the focus on high credit quality securities. The Company limits the size of investment in any single issuer other than U.S. treasury securities and obligations of U.S. government corporations and agencies. The Company's mortgage backed securities are issued by the Federal National Mortgage Association and carry guarantees by the U.S. government. As of June 30, 2014, 53% of the Company’s investments in securities recorded at fair value that carry a rating by S&P or Moody’s were rated AAA/Aaa, 65% were rated AA-/Aa3 or higher, and 93% were rated A-/A3 or higher. At June 30, 2014, the Company held certificates of deposit, life insurance contracts and cost and equity method investments which did not carry a credit rating.

8

Table of Contents

The fair value of available-for-sale investments with gross unrealized losses by investment type and length of time that individual securities have been in a continuous unrealized loss position were as follows:

	June 30, 2014				December 31, 2013			
	Less Than 12 Months		12 Months or More		Less Than 12 Months		12 Months or More	
	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$(18)	$11,987	$(3,331)	$179,105	$(6,188)	$172,365	$(1,307)	$26,454
Corporate securities	(149)	56,343	(17)	985	(400)	52,725	(207)	5,020
Municipal securities:								
General obligation	—	—	(22)	3,476	(72)	3,480	(63)	2,426
Pre-refunded	(10)	1,034	—	—	—	—	—	—
Revenue	—	—	(42)	3,413	(292)	27,789	—	—
Asset backed securities	—	—	—	—	(333)	37,689	—	—
Mortgage backed securities	(3)	9,969	(66)	15,706	(83)	33,891	—	—
Total	$(180)	$79,333	$(3,478)	$202,685	$(7,368)	$327,939	$(1,577)	$33,900

As of June 30, 2014, the gross unrealized losses were generated from 51 positions out of a total of 323 positions. The change in fair value of fixed income securities is a result of movement in interest rates subsequent to the purchase of the security.

For each security in an unrealized loss position, the Company assesses whether it intends to sell the security or if it is more likely than not the Company will be required to sell the security before recovery of the amortized cost basis for reasons such as liquidity, contractual or regulatory purposes. If the security meets this criterion, the decline in fair value is other-than-temporary and is recorded in earnings. The Company does not intend to sell these securities prior to maturity and it is not likely that the Company will be required to sell these securities prior to maturity; therefore, there is no indication of other than temporary impairment for these securities.

The contractual maturities of short-term and long-term investments and restricted deposits are as follows:

	June 30, 2014				December 31, 2013			
	Investments		Restricted Deposits		Investments		Restricted Deposits	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
One year or less	$126,496	$127,348	$60,665	$60,665	$101,537	$102,126	$40,633	$40,637
One year through five years	855,731	859,409	17,770	17,777	609,755	610,589	6,301	6,309
Five years through ten years	118,210	116,873	—	—	157,003	151,221	—	—
Greater than ten years	20,127	20,683	—	—	29,900	30,090	—	—

Total	$1,120,564	$1,124,313	$78,435	$78,442	$898,195	$894,026	$46,934	$46,946

Actual maturities may differ from contractual maturities due to call or prepayment options. Asset backed and mortgage backed securities are included in the one year through five years category, while cost and equity method investments and life insurance contracts are included in the five years through ten years category. The Company has an option to redeem at amortized cost substantially all of the securities included in the greater than ten years category listed above.

Table of Contents

The Company continuously monitors investments for other-than-temporary impairment. Certain investments have experienced a decline in fair value due to changes in credit quality, market interest rates and/or general economic conditions. The Company recognizes an impairment loss for cost and equity method investments when evidence demonstrates that it is other-than-temporarily impaired. Evidence of a loss in value that is other-than-temporary may include the absence of an ability to recover the carrying amount of the investment or the inability of the investee to sustain a level of earnings that would justify the carrying amount of the investment.

5. Fair Value Measurements

Assets and liabilities recorded at fair value in the consolidated balance sheets are categorized based upon the extent to which the fair value estimates are based upon observable or unobservable inputs. Level inputs are as follows:

Level Input:	Input Definition:
Level I	Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date.
Level II	Inputs other than quoted prices included in Level I that are observable for the asset or liability through corroboration with market data at the measurement date.
Level III	Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The following table summarizes fair value measurements by level at June 30, 2014, for assets and liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Assets				
Cash and cash equivalents	$1,199,784	$—	$—	$1,199,784
Investments available for sale:				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$288,546	$19,189	$—	$307,735
Corporate securities	—	399,348	—	399,348
Municipal securities:				
General obligation	—	39,408	—	39,408
Pre-refunded	—	8,535	—	8,535
Revenue	—	69,400	—	69,400
Variable rate demand notes	—	18,000	—	18,000
Asset backed securities	—	179,985	—	179,985
Mortgage backed securities	—	48,270	—	48,270
Total investments	$288,546	$782,135	$—	$1,070,681
Restricted deposits available for sale:				
Cash and cash equivalents	$57,608	$—	$—	$57,608
Certificates of deposit	5,892	—	—	5,892
U.S. Treasury securities and obligations of U.S. government corporations and agencies	14,942	—	—	14,942
Total restricted deposits	$78,442	$—	$—	$78,442
Other long-term assets: Interest rate swap agreements	$—	$9,506	$—	$9,506
Total assets at fair value	$1,566,772	$791,641	$—	$2,358,413

Table of Contents

The following table summarizes fair value measurements by level at December 31, 2013, for assets and liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Assets				
Cash and cash equivalents	$974,304	$—	$—	$974,304
Investments available for sale:				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$212,185	$12,238	$—	$224,423
Corporate securities	—	296,086	—	296,086
Municipal securities:				
General obligation	—	54,422	—	54,422
Pre-refunded	—	10,917	—	10,917
Revenue	—	69,054	—	69,054
Variable rate demand notes	—	28,575	—	28,575
Asset backed securities	—	139,050	—	139,050
Mortgage backed securities	—	33,891	—	33,891
Total investments	$212,185	$644,233	$—	$856,418
Restricted deposits available for sale:				
Cash and cash equivalents	$26,642	$—	$—	$26,642
Certificates of deposit	5,891	—	—	5,891
U.S. Treasury securities and obligations of U.S. government corporations and agencies	14,413	—	—	14,413
Total restricted deposits	$46,946	$—	$—	$46,946
Other long-term assets: Interest rate swap agreements	$—	$9,576	$—	$9,576
Total assets at fair value	$1,233,435	$653,809	$—	$1,887,244

The Company periodically transfers U.S. Treasury securities and obligations of U.S. government corporations and agencies between Level I and Level II fair value measurements dependent upon the level of trading activity for the specific securities at the measurement date. The Company's policy regarding the timing of transfers between Level I and Level II is to measure and record the transfers at the end of the reporting period. At June 30, 2014, there were $14,161 of transfers from Level I to Level II and $1,214 of transfers from Level II to Level I. The Company utilizes matrix pricing services to estimate fair value for securities which are not actively traded on the measurement date. The Company designates these securities as Level II fair value measurements. The aggregate carrying amount of the Company's life insurance contracts and other non-majority owned investments, which approximates fair value, was $53,632 and $37,608 as of June 30, 2014 and December 31, 2013, respectively.

6. Debt

Debt consists of the following:

	June 30, 2014	December 31, 2013
Senior notes, at par	$725,000	$425,000
Unamortized premium on senior notes	5,166	6,052
Fair value of interest rate swap agreements	9,506	9,576
Senior notes	739,672	440,628
Revolving credit agreement	70,000	150,000
Mortgage notes payable	71,437	72,785
Capital leases and other	9,916	5,349
Total debt	891,025	668,762
Less current portion	(6,135)	(3,065)

Long-term debt	$884,890	$665,697

Table of Contents

Senior Notes

In May 2011, the Company issued $250,000 non-callable 5.75% Senior Notes due June 1, 2017 ($250,000 Notes) at a discount to yield 6%. In connection with the May 2011 issuance, the Company entered into interest rate swap agreements for a notional amount of $250,000. Gains and losses due to changes in the fair value of the interest rate swap agreements completely offset changes in the fair value of the hedged portion of the underlying debt and are recorded as an adjustment to the $250,000 Notes. At June 30, 2014, the fair value of the interest rate swap agreements increased the fair value of the notes by $8,935 and the variable interest rate of the swap agreements was 3.73%.

In November 2012, the Company issued an additional $175,000 non-callable 5.75% Senior Notes due June 1, 2017 ($175,000 Add-on Notes) at a premium to yield 4.29%. The indenture governing the $250,000 Notes and the $175,000 Add-on Notes contains non-financial and financial covenants, including requirements of a minimum fixed charge coverage ratio. Interest is paid semi-annually in June and December. At June 30, 2014, the total net unamortized debt premium on the $250,000 Notes and $175,000 Add-on Notes was $5,166.

In April 2014, the Company issued $300,000 4.75% Senior Notes due May 15, 2022 ($300,000 Notes) at par. In connection with the April 2014 issuance, the Company entered into interest rate swap agreements for a notional amount of $300,000. Gains and losses due to changes in the fair value of the interest rate swap agreements completely offset changes in the fair value of the hedged portion of the underlying debt and are recorded as an adjustment to the $300,000 Notes. At June 30, 2014, the fair value of the interest rate swap agreements increased the fair value of the notes by $571 and the variable interest rate of the swap agreements was 2.52%.

Revolving Credit Agreement

In May 2013, the Company entered into a new unsecured $500,000 revolving credit facility and terminated its previous $350,000 revolving credit facility. Borrowings under the agreement bear interest based upon LIBOR rates, the Federal Funds Rate or the Prime Rate. The agreement has a maturity date of June 1, 2018, provided it will mature 90 days prior to the maturity date of the Company's 5.75% Senior Notes due 2017 if such notes are not refinanced (or extended), certain financial conditions are not met, or the Company does not carry $100,000 of unrestricted cash. As of June 30, 2014, the Company had $70,000 of borrowings outstanding under the agreement with a weighted average interest rate of 2.50%.

The agreement contains non-financial and financial covenants, including requirements of minimum fixed charge coverage ratios, maximum debt-to-EBITDA ratios and minimum tangible net worth. The Company is required to not exceed a maximum debt-to-EBITDA ratio of 3.0 to 1.0. As of June 30, 2014, there were no limitations on the availability under the revolving credit agreement as a result of the debt-to-EBITDA ratio.

Letters of Credit & Surety Bonds

The Company had outstanding letters of credit of $30,649 as of June 30, 2014, which were not part of the revolving credit facility. The letters of credit bore interest at 0.46% as of June 30, 2014. The Company had outstanding surety bonds of $159,728 as of June 30, 2014.

7. Interest Rate Swap Agreements

In May 2011, the Company entered into $250,000 notional amount of interest rate swap agreements (2011 Swap Agreements) that are scheduled to expire June 1, 2017. Under the 2011 Swap Agreements, the Company receives a fixed rate of 5.75% and pays a variable rate of the three month LIBOR plus 3.50% adjusted quarterly, which allows the Company to adjust $250,000 of its senior notes to a floating rate. At June 30, 2014, the variable rate was 3.73%.

In April 2014, the Company entered into $300,000 notional amount of interest rate swap agreements (2014 Swap Agreements) that are scheduled to expire May 15, 2022. Under the 2014 Swap Agreements, the Company receives a fixed rate of 4.75% and pays a variable rate of the three month LIBOR plus 2.27% adjusted quarterly, which allows the Company to adjust $300,000 of its senior notes to a floating rate. At June 30, 2014, the variable rate was 2.52%.

Table of Contents

The 2011 and 2014 Swap Agreements are formally designated and qualify as fair value hedges. The 2011 and 2014 Swap Agreements are recorded at fair value in the Consolidated Balance Sheet in other assets or other liabilities. Gains and losses due to changes in fair value of the interest rate swap agreements completely offset changes in the fair value of the hedged portion of the underlying debt. Therefore, no gain or loss has been recognized due to hedge ineffectiveness. Offsetting changes in fair value of both the interest rate swap agreements and the hedged portion of the underlying debt both were recognized in interest expense in the Consolidated Statement of Operations. The Company does not hold or issue any derivative instrument for trading or speculative purposes.

The fair values of the 2011 and 2014 Swap Agreements as of June 30, 2014 were assets of approximately $8,935 and $571, respectively and are included in other long term assets in the Consolidated Balance Sheet. The fair value of the 2011 and 2014 Swap Agreements excludes accrued interest and takes into consideration current interest rates and current likelihood of the swap counterparties' compliance with its contractual obligations.

8. Stockholders' Equity

In January 2014, the Company completed the acquisition of 68% of USMM and as a result, issued 2,243,217 shares of Centene common stock to the selling stockholders.

9. Earnings Per Share

The following table sets forth the calculation of basic and diluted net earnings per common share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Earnings attributable to Centene Corporation:				
Earnings from continuing operations, net of tax	$47,183	$40,289	$80,999	$62,928
Discontinued operations, net of tax	1,680	(805)	847	(442)
Net earnings	$48,863	$39,484	$81,846	$62,486
Shares used in computing per share amounts:				
Weighted average number of common shares outstanding	57,758,683	54,529,036	57,622,039	53,449,077
Common stock equivalents (as determined by applying the treasury stock method)	1,958,575	2,072,624	1,925,381	1,999,319
Weighted average number of common shares and potential dilutive common shares outstanding	59,717,258	56,601,660	59,547,420	55,448,396
Net earnings (loss) per common share attributable to Centene Corporation:				
Basic:				
Continuing operations	$0.82	$0.74	$1.41	$1.18
Discontinued operations	0.03	(0.02)	0.01	(0.01)
Basic earnings per common share	$0.85	$0.72	$1.42	$1.17
Diluted:				
Continuing operations	$0.79	$0.71	$1.36	$1.14
Discontinued operations	0.03	(0.01)	0.01	(0.01)
Diluted earnings per common share	$0.82	$0.70	$1.37	$1.13

The calculation of diluted earnings per common share for the three and six months ended June 30, 2014 excludes the impact of 51,855 shares and 55,544 shares, respectively, related to anti-dilutive stock options, restricted stock and restricted stock units. The calculation of diluted earnings per common share for the three and six months ended June 30, 2013 excludes the impact of 35,094 shares and 68,809 shares, respectively, related to anti-dilutive stock options, restricted stock and restricted stock units.

Table of Contents

10. Segment Information

Centene operates in two segments: Managed Care and Specialty Services. The Managed Care segment consists of Centene's health plans including all of the functions needed to operate them. The Specialty Services segment consists of Centene's specialty companies offering auxiliary healthcare services and products.

Segment information for the three months ended June 30, 2014, follows:

	Managed Care	Specialty Services	Eliminations	Consolidated Total
Premium and service revenues from external customers	$3,224,849	$516,238	$—	$3,741,087
Premium and service revenues from internal customers	13,789	675,825	(689,614)	—
Total premium and service revenues	$3,238,638	$1,192,063	$(689,614)	$3,741,087
Earnings from operations	$63,821	$28,851	$—	$92,672

Segment information for the three months ended June 30, 2013, follows:

	Managed Care	Specialty Services	Eliminations	Consolidated Total
Premium and service revenues from external customers	$2,324,750	$194,161	$—	$2,518,911
Premium and service revenues from internal customers	10,292	523,154	(533,446)	—
Total premium and service revenues	$2,335,042	$717,315	$(533,446)	$2,518,911
Earnings from operations	$45,601	$23,136	$—	$68,737

Segment information for the six months ended June 30, 2014, follows:

	Managed Care	Specialty Services	Eliminations	Consolidated Total
Premium and service revenues from external customers	$6,194,570	$898,578	$—	$7,093,148
Premium and service revenues from internal customers	26,614	1,314,741	(1,341,355)	—
Total premium and service revenues	$6,221,184	$2,213,319	$(1,341,355)	$7,093,148
Earnings from operations	$107,951	$54,755	$—	$162,706

Segment information for the six months ended June 30, 2013, follows:

	Managed Care	Specialty Services	Eliminations	Consolidated Total
Premium and service revenues from external customers	$4,621,199	$319,545	$—	$4,940,744
Premium and service revenues from internal customers	20,345	1,050,607	(1,070,952)	—
Total premium and service revenues	$4,641,544	$1,370,152	$(1,070,952)	$4,940,744
Earnings from operations	$54,860	$53,477	$—	$108,337

11. Contingencies

In October 2012, the Company notified the Cabinet that it was exercising a contractual right that it believes allows the Company to terminate its Medicaid managed care contract with the Commonwealth effective July 5, 2013. The

Company also filed a lawsuit in Franklin Circuit Court against the Commonwealth seeking a declaration of the Company's right to terminate the contract on July 5, 2013. In April 2013, the Commonwealth answered that lawsuit and filed counterclaims against the Company seeking declaratory relief and damages. In May 2013, the Franklin Circuit Court ruled that Kentucky Spirit does not have a contractual right to terminate the contract early. Kentucky Spirit has appealed that ruling to the Kentucky Court of Appeals.

The Company also filed a formal dispute with the Cabinet for damages incurred under the contract, which was later appealed to and denied by the Finance and Administration Cabinet. In response, the Company filed a lawsuit in April 2013, in Franklin Circuit Court seeking damages against the Commonwealth for losses sustained due to the Commonwealth's alleged breaches. This lawsuit was subsequently consolidated with the original lawsuit for declaratory relief and continues to proceed.

Table of Contents

Kentucky Spirit's efforts to resolve issues with the Commonwealth were unsuccessful and on July 5, 2013, Kentucky Spirit proceeded with its previously announced exit. The Commonwealth has alleged that Kentucky Spirit's exit constitutes a material breach of contract. The Commonwealth seeks to recover substantial damages and to enforce its rights under Kentucky Spirit's $25,000 performance bond. In March 2014, Kentucky Spirit received a demand letter from the Commonwealth seeking damages to reimburse the Commonwealth for its alleged incurred and expected losses, expenses, transition costs and other damages for the period July 6, 2013 until July 5, 2014. The letter stated that the Commonwealth is seeking damages only on behalf of the Commonwealth, not the federal Centers for Medicare and Medicaid Services (CMS). In June 2014, the Commonwealth informed the Kentucky Department of Insurance that its expenditures due to Kentucky's Spirit's departure range from $28,000 to $40,000 plus interest, and that the associated CMS expenditures range from $92,000 to $134,000. Kentucky Spirit disputes the Commonwealth's alleged damages, is pursuing its own litigation claims for damages against the Commonwealth and will vigorously defend against any allegations that it has breached the contract.

The resolution of the Kentucky litigation matters may result in a range of possible outcomes. If the Company prevails on its claims, Kentucky Spirit would be entitled to damages under its lawsuit. If the Commonwealth prevails, a liability to the Commonwealth could be recorded. The Company is unable to estimate the ultimate outcome resulting from the Kentucky litigation. As a result, the Company has not recorded any receivable or any liability for potential damages under the contract as of June 30, 2014. While uncertain, the ultimate resolution of the pending litigation could have a material effect on the financial position, cash flow or results of operations of the Company in the period it is resolved or becomes known.

Excluding the Kentucky matters discussed above, the Company is routinely subjected to legal proceedings in the normal course of business. While the ultimate resolution of such matters in the normal course of business is uncertain, the Company does not expect the results of any of these matters individually, or in the aggregate, to have a material effect on its financial position, results of operations or cash flows.

12. Subsequent Events

In July 2014, the Company completed the transaction whereby Community Health Solutions of America, Inc. assigned its contract with the Louisiana Department of Health and Hospitals under the Bayou Health Shared Savings Program to the Company's subsidiary, Louisiana Healthcare Connections (LHC). The purchase price is expected to be between approximately $110,000 and $140,000. Initial consideration of approximately $72,100 consists of a cash payment of $14,100 paid at signing and approximately $58,000 of common stock (746,369 shares) issued at closing. The remaining purchase price will be paid in cash in multiple steps and will be finalized based on membership retained by LHC in the first quarter of 2015.

In July 2014, the Company purchased a noncontrolling interest in Ribera Salud S.A. (Ribera Salud), a Spanish health management group for approximately $16,000, subject to working capital adjustments. Centene will be a 50% joint shareholder with Ribera Salud's remaining investor, Banco Sabadell. The Company will account for its investment using the equity method of accounting. Upon closing, the Company executed letters of credit for approximately $65,000, or €48,000, representing its proportional share of the letters of credit issued to support Ribera Salud’s outstanding debt.

Table of Contents

ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes included elsewhere in this filing. The discussion contains forward-looking statements that involve both known and unknown risks and uncertainties, including those set forth under Part II, Item 1A. “Risk Factors” of this Form 10-Q.

OVERVIEW

In 2013, we classified the operations for Kentucky Spirit Health Plan (KSHP) as discontinued operations for all periods presented in our consolidated financial statements. The following discussion and analysis, with the exception of cash flow information, is presented in the context of continuing operations unless otherwise identified.

Key financial metrics for the second quarter of 2014 are summarized as follows:

- Quarter-end at-risk managed care membership of 3,164,500, an increase of 601,100 members, or 23% year over year.
- Premium and service revenues of $3.7 billion, representing 49% growth year over year.
- Health Benefits Ratio of 88.9%, compared to 88.4% in 2013.
- General and Administrative expense ratio of 8.6%, compared to 8.9% in 2013.
- Operating cash flow of $159.4 million for the second quarter of 2014.
- Diluted earnings per share of $0.79, or $0.95 excluding a $0.16 impact associated with the health insurer fee, compared to $0.71 in 2013.

The following items contributed to our revenue and membership growth over the last year:

- AcariaHealth. In April 2013, we completed the acquisition of AcariaHealth, a specialty pharmacy company.

- California. In November 2013, our California subsidiary, California Health and Wellness (CHW), began operating under a new contract with the California Department of Health Care Services to serve Medicaid beneficiaries in 18 rural counties under the state's Medi-Cal Managed Care Rural Expansion program and Medi-Cal beneficiaries in Imperial County. In January 2014, CHW also began serving members under the state's Medicaid expansion program.

- Centurion. Centurion is a joint venture between Centene and MHM Services Inc. In July 2013, Centurion began operating under a new contract with the Department of Corrections in Massachusetts to provide comprehensive healthcare services to individuals incarcerated in Massachusetts state correctional facilities. In January 2014, Centurion began operating under a new agreement with the Minnesota Department of Corrections to provide managed healthcare services to offenders in the state's correctional facilities. In September 2013, Centurion began operating under a new contract to provide comprehensive healthcare services to individuals incarcerated in Tennessee state correctional facilities.

- Florida. In August 2013, our Florida subsidiary, Sunshine Health, began operating under a contract in 10 of 11 regions with the Florida Agency for Health Care Administration to serve members of the Medicaid managed care Long Term Care (LTC) program. Enrollment began in August 2013 and was implemented by region through March 2014.

In May 2014, Sunshine Health also began operating under a new contract in 9 of 11 regions of the Managed Medical Assistance (MMA) program. The MMA program includes TANF recipients as well as ABD and dual-eligible members. In addition, we began operating as the sole provider under a new statewide contract for the Child Welfare Specialty Plan (Foster Care). Enrollment for both the MMA program and Foster Care began in May 2014 and will be implemented by region through August 2014.

- Health Insurance Marketplaces (HIM). In January 2014, we began serving members enrolled in Health Insurance Marketplaces in certain regions of 9 states: Arkansas, Florida, Georgia, Indiana, Massachusetts, Mississippi, Ohio, Texas and Washington.

Table of Contents

- Illinois. In March 2014, our Illinois subsidiary, IlliniCare Health, began operating under a new contract as part of the Illinois Medicare-Medicaid Alignment Initiative serving dual-eligible members in Cook, DuPage, Lake, Kane, Kankakee and Will counties (Greater Chicago region).

- Massachusetts. In January 2014, our CeltiCare Health subsidiary began operating under a new contract with the Massachusetts Executive Office of Health and Human Services to participate in the MassHealth CarePlus program in all five regions.

- New Hampshire. In December 2013, our subsidiary, New Hampshire Healthy Families, began operating under a new contract with the Department of Health and Human Services to serve Medicaid beneficiaries.

- Ohio. In July 2013, our Ohio subsidiary, Buckeye Community Health Plan (Buckeye), began operating under a new and expanded contract with the Ohio Department of Medicaid (ODM) to serve Medicaid members statewide through Ohio's three newly aligned regions (West, Central/Southeast, and Northeast). Buckeye also began serving members under the ABD Child program in July 2013. In January 2014, Buckeye began serving members under the state's Medicaid expansion program.

In May 2014, Buckeye began operating under a new contract with the ODM to serve Medicaid members in a dual-eligible demonstration program in three of seven regions: Northeast (Cleveland), Northwest (Toledo) and West Central (Dayton). This three-year program, which is part of the Integrated Care Delivery System expansion, serves those who have both Medicare and Medicaid eligibility. Enrollment began in May 2014 and will be implemented by region through July 2014.

- U.S. Medical Management. In January 2014, we acquired a majority interest in U.S. Medical Management, LLC, a management services organization and provider of in-home health services for high acuity populations.

- Washington. In January 2014, our subsidiary, Coordinated Care, began serving additional Medicaid members under the state's Medicaid expansion program.

We expect the following items to contribute to our future growth potential:

- We expect to realize the full year benefit in 2014 of business commenced during 2013 in California, Florida, Massachusetts, New Hampshire, Ohio, and Tennessee and the acquisition of AcariaHealth as discussed above.

- In July 2014, our Illinois subsidiary, IlliniCare Health, began operating under a new five-year contract with the Cook County Health and Hospitals System to perform third party administrative services to members enrolled in the CountyCare program, as well as care coordination, behavioral health, vision care and pharmacy benefit management services.

- In July 2014, our Mississippi subsidiary, Magnolia Health, began operating as one of two contractors under a new statewide managed care contract serving members enrolled in the Mississippi Coordinated Access Network program. The program provides for membership expansion beginning in late 2014.

- In July 2014, we completed the transaction whereby Community Health Solutions of America, Inc. (CHS) assigned its contract with the Louisiana Department of Health and Hospitals under the Bayou Health Shared Savings Program to our subsidiary, Louisiana Healthcare Connections (LHC). The purchase price will be between approximately $110.0 million and $140.0 million. Initial consideration of approximately $72.1 million consists of a cash payment of $14.1 million paid at signing and approximately $58.0 million paid in stock at closing. The remaining purchase price will be paid in cash in multiple steps and will be finalized based on membership retained by LHC in the first quarter of 2015.

- In July 2014, we completed the purchase of a noncontrolling interest in Ribera Salud S.A. (Ribera Salud), a Spanish health management group. Centene will be a joint shareholder with Ribera Salud's remaining investor, Banco Sabadell.

Table of Contents

- In December 2013, we signed a definitive agreement to purchase a majority stake in Fidelis SecureCare of Michigan, Inc. (Fidelis), a subsidiary of Fidelis SeniorCare, Inc. The transaction is expected to close in the first half of 2015, subject to certain closing conditions including regulatory approvals, and will involve cash purchase price payments contingent on the performance of the plan. Fidelis was selected by the Michigan Department of Community Health to provide integrated healthcare services to members who are dually eligible for Medicare and Medicaid in Macomb and Wayne counties. Enrollment is expected to commence in the first half of 2015.

- In November 2013, our South Carolina subsidiary, Absolute Total Care, was selected by the South Carolina Department of Health and Human Services to serve dual-eligible members as part of the state's pilot program to provide integrated and coordinated care for individuals who are eligible for both Medicare and Medicaid. Operations are expected to commence in the first quarter of 2015.

- In September 2013, we were awarded a contract in Texas from the Texas Health and Human Services Commission to expand our operations and serve STAR+PLUS members in two Medicaid Rural Service Areas. Enrollment is expected to begin in the third quarter of 2014.

MEMBERSHIP

From June 30, 2013 to June 30, 2014, we increased our at-risk managed care membership by 601,100, or 23%. The following table sets forth our membership by state for our managed care organizations:

	June 30, 2014	December 31, 2013	June 30, 2013
Arizona	7,000	7,100	23,200
Arkansas	31,100	—	—
California	131,100	97,200	—
Florida	313,800	222,000	216,200
Georgia	373,000	318,700	316,600
Illinois	29,500	22,300	18,000
Indiana	200,500	195,500	200,000
Kansas	146,100	139,900	137,500
Louisiana	148,600	152,300	153,700
Massachusetts	47,200	22,600	15,200
Minnesota	9,400	—	—
Mississippi	97,400	78,300	77,300
Missouri	58,700	59,200	58,800
New Hampshire	39,500	33,600	—
Ohio	225,900	173,200	156,700
South Carolina	101,800	91,900	88,800
Tennessee	21,300	20,700	—
Texas	921,500	935,100	960,400
Washington	193,800	82,100	67,600
Wisconsin	67,300	71,500	73,400
Total	3,164,500	2,723,200	2,563,400

At June 30, 2014, we served 155,800 Medicaid members in Medicaid expansion programs in California, Massachusetts, Ohio and Washington included in the table above. We also served 182,200 members at June 30, 2014 under our behavioral health contract in Arizona, compared to 157,100 members at June 30, 2013.

18

Table of Contents

The following table sets forth our membership by line of business:

	June 30, 2014	December 31, 2013	June 30, 2013
Medicaid	2,385,500	2,054,700	1,953,600
CHIP & Foster Care	261,800	275,100	273,200
ABD & Medicare	329,700	305,300	289,800
HIM	75,700	—	—
Hybrid Programs	17,000	19,000	22,400
LTC	53,500	37,800	24,400
Correctional services	41,300	31,300	—
Total	3,164,500	2,723,200	2,563,400

The following table identifies our dual eligible membership by line of business. The membership tables above include these members.

	June 30, 2014	December 31, 2013	June 30, 2013
ABD	89,300	71,700	71,400
LTC	41,800	28,800	16,600
Medicare	8,200	6,500	5,700
Total	139,300	107,000	93,700

RESULTS OF OPERATIONS

The following discussion and analysis is based on our consolidated statements of operations, which reflect our results of operations for the three and six months ended June 30, 2014 and 2013, prepared in accordance with generally accepted accounting principles in the United States.

Summarized comparative financial data for the three and six months ended June 30, 2014 and 2013 is as follows ($ in millions):

	Three Months Ended June 30,			Six Months Ended June 30,		
	2014	2013	% Change 2013-2014	2014	2013	% Change 2013-2014
Premium	$3,331.1	$2,413.3	38.0 %	$6,402.0	$4,801.9	33.3 %
Service	410.0	105.6	288.3 %	691.2	138.8	398.0 %
Premium and service revenues	3,741.1	2,518.9	48.5 %	7,093.2	4,940.7	43.6 %
Premium tax and health insurer fee	282.6	91.6	208.4 %	390.4	195.3	99.9 %
Total revenues	4,023.7	2,610.5	54.1 %	7,483.6	5,136.0	45.7 %
Medical costs	2,960.1	2,134.3	38.7 %	5,702.6	4,288.8	33.0 %
Cost of services	365.9	93.3	292.2 %	608.2	118.4	413.8 %
General and administrative expenses	321.0	223.4	43.7 %	616.6	426.8	44.5 %
Premium tax expense	252.7	90.8	178.4 %	330.9	193.7	70.8 %
Health insurer fee expense	31.3	—	n.m.	62.7	—	n.m.
Earnings from operations	92.7	68.7	34.8 %	162.6	108.3	50.2 %
Investment and other income, net	(1.3)	(2.9)	54.2 %	(3.6)	(5.3)	31.3 %
Earnings from continuing operations, before income tax expense	91.4	65.8	38.8 %	159.0	103.0	54.4 %
Income tax expense	44.9	26.0	72.8 %	79.4	40.7	95.4 %
Earnings from continuing operations, net of income tax	46.5	39.8	16.7 %	79.6	62.3	27.7 %
Discontinued operations, net of income tax expense (benefit) of $1.5, $(0.7), $1.5 and $(0.4) respectively	1.7	(0.8)	308.7 %	0.8	(0.4)	291.6 %
Net earnings	48.2	39.0	23.4 %	80.4	61.9	30.0 %
Noncontrolling interest	(0.7)	(0.5)	(55.8)%	(1.4)	(0.6)	(143.4)%
Net earnings attributable to Centene Corporation	$48.9	$39.5	23.8 %	$81.8	$62.5	31.0 %
Amounts attributable to Centene Corporation common shareholders:						
Earnings from continuing operations, net of income tax expense	$47.2	$40.3	17.1 %	$81.0	$62.9	28.7 %
Discontinued operations, net of income tax expense	1.7	(0.8)	308.7 %	0.8	(0.4)	291.6 %
Net earnings	$48.9	$39.5	23.8 %	$81.8	$62.5	31.0 %
Diluted earnings per common share attributable to Centene Corporation:						
Continuing operations	$0.79	$0.71	11.3 %	$1.36	$1.14	19.3 %
Discontinued operations	0.03	(0.01)	400.0 %	0.01	(0.01)	200.0 %
Total diluted earnings per common share	$0.82	$0.70	17.1 %	$1.37	$1.13	